

Instructions for the Supplement to the Report of Changes in Organizational Structure FR Y-10S

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General Instructions

Purpose and Overview

The Federal Reserve needs information from banking companies (termed “Reporters” for the purpose of the FR Y-10S) that are subject to filing reports with the U.S. Securities and Exchange Commission (SEC), that must comply with section 404 of Sarbanes–Oxley (SOX 404), or that have securities issued that have been assigned Committee on Uniform Security Identification Procedures (CUSIP) numbers.

Schedule A collects information regarding the requirements to file annual and other periodic reports with the SEC pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934 and whether or not an entity must comply with SOX 404. Schedule B collects CUSIP information.

While the cover page is used for both Schedule A and Schedule B, each schedule is separate and distinct. Schedule A pertains to the Reporter and all subsidiaries, while Schedule B pertains to the Reporter and certain subsidiaries. Note: A subsidiary is defined as a company or bank in which another company owns, controls,¹ or holds with power to vote 25 percent or more of the outstanding shares of a class of voting securities. However, only those companies that are defined as reportable on the FR Y-10 and FR Y-10F should be considered for purposes of the FR Y-10S report.

When to Submit the Report

Schedule A is required as of December 31, if there has been a change in either the Reporter’s or any of its

1. For a definition of control see section 2(a) of the Bank Holding Company Act (12 U.S.C. 1841(a) and section 225.2(e) of Regulation Y (12 U.S.C. 225.2(e)).

subsidiaries’ SEC reporting status during calendar year 2006. This schedule would also be required for de novo institutions opened during 2006 that are subject to reporting requirements. These data are due no later than March 1, 2007. Schedule B is required on an event-generated basis within thirty days after an event.

Please refer to the general instructions for each schedule for a detailed description of these differences. Detailed instructions are also provided for each schedule.

A graphic representation of the reporting deadlines for the FR Y-10S appears at the end of these General Instructions (page GEN-2).

Where to Submit the Report

Reporters must submit the FR Y-10S data to the appropriate Federal Reserve Bank. For purposes of the FR Y-10S report, the appropriate Federal Reserve Bank is defined as the same Federal Reserve Bank to which the reporter submitted its most recent FR Y-10 or FR Y-10F report.

Confidentiality

Once submitted, the FR Y-10S data become a Federal Reserve Board (Board) record and may be requested by any member of the public pursuant to the Freedom of Information Act, 5 U.S.C. § 552 (FOIA). FOIA provides that Board records generally must be disclosed in response to a FOIA request, though records containing certain categories of information are exempt from disclosure in whole or in part. The exempt categories include trade secrets, privileged or confidential commercial or financial information, and information that if disclosed would constitute a clearly unwarranted invasion of personal privacy.

General Instructions

A Reporter may request confidential treatment of information submitted on the FR Y-10S that the Reporter believes is exempt from disclosure on any of the bases described above. To request confidential treatment, a letter must be submitted concurrent with submission of the FR Y-10S data. The letter must discuss the justification for which confidentiality is requested by describing the specific nature of the harm that would result from disclosure of the information. Unsupported statements that disclosure will cause competitive harm or is an invasion of privacy are insufficient to justify confidential treatment. In addition, the Reporter should label as "Confidential" each item for which confidential treatment is sought and submit that information under a separate cover page marked "Confidential."

The Federal Reserve Bank will review the request and notify the Reporter of a decision. Information for which confidential treatment is requested may subsequently be released by the Federal Reserve System if the Board of Governors determines that the disclosure of such information is in the public interest. For further information, consult the Board's Rules Regarding Availability of Information, 12 CFR part 261, including 12 CFR 261.15, which governs requests for confidential treatment.

Report Deadline Chart for the FR Y-10S

Schedule A		Schedule B	
Report Date	Due to the Federal Reserve	Report Date	Due to the Federal Reserve
December 31, 2006	March 1, 2007	Event-generated	30 calendar days after the event

Line Item Instructions

FR Y-10S

DRAFT

Detailed Instructions for the Cover Page

Date of Report

Provide the as-of date for the FR Y-10S.

Reporter's Name and Address

Legal Name: Provide the reporter's full legal name.

Street Address, City, County, State/Province, Country, and Zip/Postal Code: Provide the street address of the reporter's main office. Do not use a post office box number as the street address. Provide the nine-digit zip code, if available.

Contact's Name, Title, Phone Number, Fax Number and E-mail Address

Name and Title: Print the name and title of the person in the United States to whom questions about this information should be directed.

Phone Number: Provide the telephone number (including area code and, if applicable, the extension) of the contact person.

Fax Number: Provide the fax number (including area code) of the contact person.

E-mail Address: Provide the electronic mailing address of the contact person.

Authorized Official's Name, Title, Phone Number, Signature and Date

Printed Name and Title: Print the name and title of the authorized official. (See the FR Y-10 Glossary for the definition of authorized official.)

Phone Number: Provide the telephone number (including area code and, if applicable, the extension) of the authorized official.

Signature of Official and Date of Signature: An authorized official of the reporter must sign and date the cover page of the FR Y-10S to indicate that the data have been reviewed for accuracy. The signer may or may not be the same person as the contact person for the reporter.

General Instructions—Schedule A

Reporting Criteria

Schedule A of the FR Y-10S is an annual supplemental schedule used to report (1) whether the Reporter or any of its subsidiaries are required to file annual and other periodic SEC reports pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934 and (2) whether the Reporter or any of its subsidiaries are subject to the management reporting, attestation and auditing requirements of SOX 404.

Who Must Report

The following Reporters must file Schedule A of this supplemental report on behalf of themselves and any of their subsidiaries that become subject to the SEC annual and other periodic reporting requirements stated above. The Cover Page and Schedule A must be completed if there has been a change in either the Reporter's or any of its subsidiaries' SEC reporting status during calendar year 2006. This schedule is also required for de novo institutions opened during 2006 that are subject to reporting requirements.

- (1) FBOs, regardless of FHC status and whether or not such FBO is a BHC, is a qualifying FBO, is treated as a qualifying FBO, or qualifies for a limited exemption under section 211.23(c) of Regulation K.

Line Item Instructions

- (2) Top-tier bank holding companies (BHCs) organized under U.S. law, regardless of financial holding company (FHC) status.
- (3) Top-tier BHCs organized under foreign law, regardless of FHC status and whether or not such BHC is a foreign banking organization (FBO).
- (4) State member banks not controlled by a BHC. (Pursuant to section 12(i) of the Securities Exchange Act of 1934, the Federal Reserve has delegated authority to act on behalf of the SEC to collect reports from unaffiliated state member banks.)

When to Submit the Report

The as-of date for the collection of Schedule A is December 31. Schedule A data must be received by the appropriate Federal Reserve Bank no later than March 1 of the following year. Commencing June 30, 2007, the FR Y-10S data will be added to the FR Y-10 report and will be submitted on an event-generated basis. If the Reporter experiences a change in the data between January 1, 2007 and June 30, 2007, the data reflecting the change should be reported on the FR Y-10 by July 30, 2007.

A graphic representation of the reporting deadlines appears at the end of the General Instructions (page GEN-2).

Detailed Instructions—Schedule A

What Must Be Submitted

The Reporter must complete Schedule A for itself and each subsidiary that experienced a change in their SEC reporting requirements pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934 (including initial registration, suspension of reporting, or termination), or a change in the applicability of section 404 of the Sarbanes-Oxley Act of 2002 (i.e., a change in the SEC rules implementing section 404) since the December 31, 2005 FR Y-10S report.

Schedule A must also be completed for Reporters or subsidiaries established or acquired in 2006 that are subject to section 13(a) or 15(d) of the Securities Exchange Act of 1934.

Section 404 specifically requires all companies subject to the reporting requirements of the Securities Exchange Act of 1934, other than registered investment companies, to include in their annual reports a report of management on the company's internal control over financial reporting. In addition, the SEC's implementing rule for section 404 exempts asset-backed issuers from the internal control reporting requirement.¹

The SEC has developed a three year phase-in approach for compliance with section 404 based on whether the company is an accelerated or non-accelerated filer.²

Subject to 13(a) or 15(d) of the Securities Exchange Act of 1934 and Section 404 of Sarbanes-Oxley Act of 2002: This box should be checked for the Reporter and each of its subsidiaries that meet the requirements regardless if the Reporter or any of its subsidiaries has a delay in reporting under Section 404 of the Sarbanes-Oxley Act of 2002.

Subject to 13(a) or 15(d) of the Securities Exchange Act of 1934 and not Section 404 of Sarbanes-Oxley Act of 2002: This box should be checked if the Reporter or any of its subsidiaries is required to file annual or other periodic reports pursuant section 13(a) or 15(d) of the Securities Exchange Act of 1934 and not subject to the Sarbanes-Oxley Act of 2002. Do not check this box if the Reporter or any of its subsidiaries has a delay in reporting under Section 404 of the Sarbanes-Oxley Act of 2002.

Terminated or suspended reporting requirements under 13(a) or 15(d) of the Securities Exchange Act of 1934. This box should be checked if the Reporter or any of its subsidiaries has terminated or suspended duties to file periodic reports with the SEC under section 13(a) or 15(d) of the Securities Exchange Act of 1934 for reasons specified by the SEC regulations.

General Instructions—Schedule B

Reporting Criteria

Schedule B of the FR Y-10S is a supplemental schedule used to report six-digit CUSIP numbers for the Reporter

1. For further information see 68 FR 36636.

2. For the current compliance dates see 69 FR 9722 and 70 FR 56825 and 76626.

Line Item Instructions

and certain of its subsidiaries. A CUSIP number identifies most securities, including (1) stocks and debt of all SEC-registered U.S. companies and (2) U.S. government and municipal bonds. The number consists of nine characters (a combination of letters and numbers) in which the first six digits uniquely identify an issuer.

Who Must Report

The following Reporters must file Schedule B of this supplemental report on behalf of themselves and certain subsidiaries:

- (1) Top-tier BHCs organized under U.S. law, regardless of FHC status.
- (2) State member banks not controlled by a BHC.

When to Submit the Report

The as-of date for the initial collection of Schedule B was December 31, 2005. Subsequent changes to the six-digit CUSIP number should be reported within thirty days after the event. Moreover, if an institution subsequently issues debt or equity and receives a CUSIP number, then it should be reported within 30 days. Commencing June 30, 2007, the FR Y-10S report will be incorporated in the FR Y-10 report.

The six-digit CUSIP number may change, for example when:

- The last three digits of the nine-digit CUSIP number is not sufficient to accommodate all outstanding issues (greater than 999) and an additional issuer (six-digit) CUSIP number is assigned.
- Changes occur to the corporate name, whether or not associated with a merger or reorganization.
- Reverse stock splits of corporate shares occur.

Detailed Instructions—Schedule B

What Must Be Submitted

Part I: The question in Part I pertains to whether the Reporter, its lower-tier U.S. BHCs, its subsidiary U.S.

banks,³ or its largest subsidiary U.S. nonbanking company have currently active six-digit CUSIP numbers for debt or equity issuances. If the response to this question is “yes,” complete Part II. If the response to this question is “no,” do not complete Part II. Institutions that have not previously reported data (for example, de novo institutions) should return the cover page and Schedule B to the appropriate Federal Reserve Bank.

Part II: If the Reporter answered “yes” to the question in Part I, report the most recently assigned currently active six-digit CUSIP numbers for the Reporter, its lower-tier U.S. BHCs, its subsidiary U.S. banks, and its largest subsidiary U.S. nonbanking company that has an active CUSIP number (including functionally regulated subsidiaries). Use additional pages as necessary. Do not report data previously submitted if the data have not changed.

The largest subsidiary U.S. nonbanking company that has an active CUSIP number is determined by dividing the total assets of each subsidiary U.S. nonbanking company that has a CUSIP number by the consolidated assets of the reporter as of the most recent December 31 and ranking the percentages from highest to lowest (with the resultant entity with the highest percentage value determining the largest subsidiary U.S. nonbanking company). If available, please use total assets reported on Federal Reserve or FFIEC regulatory reports.

The largest subsidiary U.S. nonbanking company must be assessed only once a year as of December 31. Thus any changes to the CUSIP numbers for this subsidiary that occur during the year should be reported within thirty days (after March 31, 2006). If there is a change as to which company is the largest subsidiary U.S. nonbanking company (when reviewing the most recent December 31 financial data), begin reporting information on the new subsidiary starting January 30 of the following year.

Exclusions:

- Do not report any CUSIP numbers associated with entities that are nonsurvivors of mergers. In the event of a merger, the nonsurvivor’s debt-related CUSIP numbers will remain in use until outstanding debt is paid off since the entity will still service the debt.

3. The definition of a bank for these purposes is defined in the FR Y-10 Glossary.

Line Item Instructions

However, no new issues will be made under the non-survivor's CUSIP number. New debt instruments will be issued under the survivor's CUSIP number. The nonsurvivor's equity-related CUSIP numbers will be retired.

- Do not report any CUSIP numbers associated with securitization vehicles and issuers of trust preferred securities.

- Do not report any CUSIP numbers associated with money market instruments such as certificates of deposit, medium-term notes,⁴ and commercial paper.⁵
- Do not report historical information on CUSIP numbers that existed prior to, but not on, December 31, 2005.

4. Medium-term notes are a type of money market instrument with an average maturity of 4 to 6 years.

5. However, subordinated issues should be included.

Instructions for Preparation of the Annual Report of Bank Holding Companies FR Y-6

Who Must Report

The FR Y-6 is to be filed by all top-tier bank holding companies organized under U.S. law. In addition, the FR Y-6 must be filed by: any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under section 211.23 of Regulation K (12 CFR 211.23); and by any top-tier bank holding company that is organized under foreign law but is not a foreign banking organization.¹ Employee stock ownership plans (ESOP) that are also bank holding companies as defined under section 2(a)(1) of the Bank Holding Company Act and section 225.2(c) of Regulation Y must file the FR Y-6 if the ESOP is the top-tier bank holding company. The entities listed above will hence forth be referred to as the "Reporter."

In the case of multi-tiered bank holding companies that are direct or indirect subsidiaries of another bank holding company, the top-tier bank holding company must file the FR Y-6 on behalf of all lower-tier bank holding companies. The top-tier bank holding company must submit individual responses to Report Items 3 and 4 for each subsidiary bank holding company. Individual responses to Report Items 1 and 2 for each subsidiary bank holding company would duplicate the information submitted by the top-tier bank holding company and are therefore not required.

Additional copies of this form and instructions may be obtained from the Federal Reserve Bank in the district where the reporting bank holding company submits its FR Y-6 report or may be found on the Federal

Reserve Board's public web site
(www.federalreserve.gov).

Where to Submit the Report

Submit to the *appropriate Federal Reserve Bank* (see the Glossary) the original report and the number of copies specified by that Reserve Bank. The original and all copies must include the required attachments.

All reports shall be made out clearly and legibly, submitted in typewritten form or in ink. Reports completed in pencil will not be accepted.

When to Submit the Report

The report date of the FR Y-6 is as of the end of the top-tier bank holding company's fiscal year end.

The FR Y-6 must be filed with and received by the appropriate Federal Reserve Bank **no later than 90 calendar days** after the top-tier bank holding company's fiscal year end. Bank holding companies filing a tiered report should file as of the fiscal year end of the top-tier bank holding company. The report is due at the appropriate Federal Reserve Bank by 5:00 P.M. on the submission date. The filing of a completed report will be considered timely, regardless of when the report is received by the appropriate Federal Reserve Bank, if the report is mailed first class and postmarked no later than the third calendar day preceding the submission deadline. In the absence of a postmark, a company whose completed FR Y-6 is received late may be called upon to provide proof of timely mailing. A "Certificate of Mailing" (U.S. Postal Service Form 3817) may be used to provide such proof. If an overnight delivery service is used,

¹ In general, a FBO that is or is treated as a 'qualifying foreign banking organization' under section 211.23 of Regulation K (12 CFR 211.23), is not required to file the FR Y-6. See Glossary for definition of a "qualifying foreign banking organization." In addition, a FBO that qualifies for a limited exemption under Regulation K is not required to file the FR Y-6. Such entities, instead must comply with the reporting requirements of the FR Y-7, 'Annual Report of Foreign Banking Organizations.

entry of the completed original report into the delivery system on the day before the submission deadline will constitute timely submission. In addition, the hand delivery of the completed original report on or before the submission deadline to the location to which the report would otherwise be mailed is an acceptable alternative to mailing such report. Companies that are unable to obtain the required officers' signatures on their completed original reports in sufficient time to file these reports so that they are received by the submission deadline should contact the Federal Reserve Bank to which they mail their original reports to arrange for the timely submission of their report data and the subsequent filing of their signed reports.

If the submission deadline falls on a weekend (Saturday or Sunday) or holiday, the report must be received by 5:00 P.M. on the first business day after the weekend or holiday. Any report received after 5:00 P.M. on the first business day after the weekend or holiday deadline will be considered late unless it has been postmarked three calendar days prior to the original weekend or holiday submission deadline (original deadline), or the institution has a record of sending the report by overnight service one day prior to the original deadline.

How to Prepare the Report

A. Confidentiality

Once submitted, a FR Y-6 report becomes a Federal Reserve Board (Board) record and may be requested by any member of the public pursuant to the Freedom of Information Act (FOIA), 5 U.S.C. § 552. Under the FOIA, Board records generally must be disclosed unless they are determined to fall, in whole or in part, within the scope of one or more of the FOIA exemptions from disclosure. See 5 U.S.C. § 552(b)(1)-(9).

The exempt categories include (but are not limited to) "trade secrets and commercial or financial information obtained from a person and privileged or confidential" (exemption 4), and information that, if disclosed, "would constitute a clearly unwarranted invasion of personal privacy" (exemption 6). A Reporter may request confidential treatment for any information submitted on the FR Y-6 that the Reporter believes is exempt from disclosure under FOIA. The Reporter must follow the steps outlined immediately below, and certify on the completed and signed Cover Page to the FR Y-6 that these steps have been followed.

Reporters requesting confidential treatment of information are hereby advised that Board policy strongly favors disclosure of the names and the number and percentage of voting securities provided in response to Report Item 3 that pertain to shareholders who control 10 percent or more of any class of voting shares of a bank holding company or bank, unless there is shown to be a well-defined present threat to the liberty or personal security of individuals. Reporters are further advised, with respect to Report Item 4, that the Board typically grants confidential treatment to information regarding insiders' position, title, and securities holdings in companies unrelated to the Reporter, unless such information is otherwise publicly available. These policies shall not preclude a Reporter from raising any ground for confidential treatment of such information that may be available under the FOIA.

Reporters that seek confidential treatment for specific report item responses to the FR Y-6 must divide their report submission into two parts, filed simultaneously. The separately bound confidential volume should be accompanied by a cover page marked "confidential" and include only those report item responses for which confidential treatment is requested. The public volume should include responses to all of the report items. The responses to those items for which confidential treatment is requested should indicate that the responsive data may be found in the confidential volume. They also should clearly describe or visually indicate the amount of information for which confidential treatment is sought.

The Reporter also must submit a letter concurrent with submission of the two-part FR Y-6, identifying the specific information for which confidential treatment is sought, providing legal justification for the request, and describing the specific harm that would result from disclosure of the information. Unsupported or conclusory statements that disclosure will cause competitive harm or result in an invasion of privacy will be considered insufficient to support the request for confidential treatment.

Reporters must submit a request for confidential treatment at the time of filing this report even if they previously requested (and were or were not accorded) confidential treatment for the same information as filed on a previous FR Y-6 report or as otherwise provided to the Board.

Information for which confidential treatment is requested may be released subsequently by the Federal Reserve System if the Board determines that the disclosure of such information is required by law or in the public interest. In general, Federal Reserve staff will notify the Reporter before releasing information for which confidential treatment has been requested. For further information on the procedures for requesting confidential treatment and the Board's procedures for addressing such requests, consult the Board's Rules Regarding Availability of Information, 12 CFR part 261, including 12 CFR 261.15, which governs requests for confidential treatment.

B. Additional Information

The Federal Reserve System reserves the right to require the filing of additional information if the information submitted in the FR Y-6 report is not sufficient to appraise the financial soundness of the bank holding company or to determine its compliance with applicable laws and regulations. The Reporter must follow the steps outlined in the section immediately above with respect to any additional information for which it seeks confidential treatment.

C. Audit Requirements

Top-tier bank holding companies do not have to submit *audited* financial statements as part of the requirements of the FR Y-6. However, the Federal Reserve requires that top-tier bank holding companies with total consolidated assets of \$500 million or more as of the end of the bank holding company's fiscal year must have an annual audit of its consolidated financial statements in accordance with generally accepted auditing standards (balance sheets, statements of income, changes in equity capital, and cash flows, with accompanying footnote disclosure) by an independent public accountant. The scope of the audit engagement shall be sufficient to permit such accountant to determine and report whether the financial statements are presented fairly and in accordance with generally accepted accounting principles. Bank holding companies who must comply with this audit requirement must have their audited financial statements on file and readily available for their appropriate Federal Reserve Bank. In addition, the Federal Reserve may request audited consolidated financial statements from any bank holding company with total consolidated assets of less than \$500 million if deemed warranted for supervisory purposes.

D. Signatures

The *Annual Report of Bank Holding Companies* (FR Y-6) is required to be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

E. Amended Reports

The Federal Reserve may require the filing of an amended *Annual Report of Bank Holding Companies* if the report as previously submitted contains significant errors. In addition, a Reporter should file an amended report when internal or external auditors make audit adjustments that result in a restatement of financial statements previously submitted to the Federal Reserve. The Reporter must follow the steps outlined in Section A above, with respect to any additional information for which it seeks confidential treatment.

F. Monitoring of Regulatory Reports

Federal Reserve Banks will monitor the filing of all regulatory reports to ensure that they are filed in a timely manner and are accurate and not misleading. Reporting deadlines are detailed in the When to Submit the Reports section of these General Instructions. Additional information on the monitoring procedures is available from the Federal Reserve Banks.

G. What Must Be Submitted

Top-tier bank holding companies must submit responses to each of the following report items. If certain report items are not applicable to the reporting bank holding company, a response of "No", "None" or "Not Applicable", as appropriate, must be reported for those report items. Otherwise, Reserve Bank staff will contact the Reporter to ensure the response is complete.

Cover Page: The completed cover page of the FR Y-6 must be signed by an authorized person that is *both a director and officer* of the top-tier bank holding company. The signed cover page should be

submitted with the FR Y-6 report as it is considered part of the FR Y-6 report.

For Use By Tiered Bank Holding Companies: The top-tier bank holding company of a tiered bank holding company must complete the information required for each of its subsidiary bank holding companies. COV-2 should be submitted with the FR Y-6 report.

Report Item 1: Annual Report to Shareholders

A bank holding company that prepares an annual report for its shareholders and is **not registered** with the Securities and Exchange Commission (SEC) must submit the number of copies of the annual report specified by the appropriate Reserve Bank with its FR Y-6. If the annual report is not available by the submission date, the bank holding company must inform the appropriate Federal Reserve Bank that it will forward its annual report to the appropriate Federal Reserve Bank as soon as practicable.

A top-tier bank holding company that is not registered with the SEC must indicate on the cover page (per checkbox at lower left-hand corner) that an annual report to shareholders: (a) is included with the FR Y-6 report, (b) will be sent under separate cover, or (c) is not prepared. An annual report is to be submitted to the Federal Reserve only if such a report is created for shareholders. Bank holding companies do not need to create an annual report if such report is not normally created for shareholders.

Bank holding companies may be required to submit, at the discretion of their appropriate Federal Reserve Bank, free-form comparative financial statements, footnotes and any other information that is deemed necessary by their appropriate Federal Reserve Bank to fulfill its supervisory responsibilities. The Federal Reserve may request that such financial statements and footnotes be audited by an independent public accountant.

Report Item 2a: Organization Chart

Submit an organization chart indicating the Reporter and its interests in all entities defined below. The organization chart may be in a diagram or list format. It should disclose:

1. full legal names (use abbreviations **only** if part of the legal name);
2. legal address (i.e., city and state/country) of each entity;
3. intercompany ownership and control relationships (including any interest held by a Reporter in an entity through more than one direct holder); and
4. percentage ownership (of voting and nonvoting equity or other interests) by each direct holder.

As described below, the FR Y-6 Organization Chart may have companies in addition to those reportable on the FR Y-10. The top-tier bank holding company may choose how to report those differences using one of the following two options. Option one is a single combined organization chart, annotated to indicate those companies reportable on the FR Y-6 Organizational Chart, but not reportable on the FR Y-10. Option two is an organization chart showing the companies that are solely reportable on the FR Y-10 and a separate listing that shows companies that are reportable on the FR Y-6 but are not reportable on the FR Y-10.

Companies reportable on the FR Y-10 and thus reportable on the FR Y-6:

- (1) Top-tier bank holding companies organized under U.S. law, regardless of financial holding company status;
- (2) Foreign banking organizations that do not meet the requirements of and are not treated as qualifying foreign banking organizations under section 211.23 of Regulation K;
- (3) Bank holding companies, U.S. banks or foreign banking organizations in which a Reporter directly or indirectly in the aggregate controls, owns, or holds more than 5 percent of any class of voting shares,² or

² In general, a Reporter is considered to control all shares which it or its subsidiaries have the power to vote, but not shares held in a fiduciary capacity. However, shares held by a Reporter (or its subsidiary) as fiduciary are deemed controlled by the Reporter if the shares are held for the benefit of employees, shareholders, members, affiliates of the Reporter or any Reporter subsidiary, or if the shares are of a bank holding company or bank organized under U.S. law and the Reporter has directly or indirectly had the sole power to vote the shares for more than 2 years. In addition, a security that is convertible into a voting security at a holder's option is deemed to be a share of the class into which the security is convertible. The bank holding company should check to see if any other basis for control exists (such as a management agreement or the power to control the election of a majority of directors).

which the Reporter otherwise directly or indirectly controls;

(4) Companies other than bank holding companies, U.S. banks, or foreign banking organizations (“Nonbanking Companies” for purposes of the FR Y-6) that the Reporter controls directly or indirectly.³ This includes financial and other nonbank subsidiaries of national or state banks controlled by a bank holding company;

(5) Large merchant banking and insurance company investments made by an affiliate of a financial holding company are reportable if the financial holding company and its affiliates on a combined basis acquired more than 5 percent of the voting shares, assets, or ownership interest of a company engaged in a nonfinancial activity at a cost that exceeds the lesser of 5 percent of the parent financial holding company’s Tier 1 capital (or total capital for FR Y-9SP filers) or \$200 million;

(6) Any entity not mentioned above that is required to file a regulatory financial report with the Federal Reserve System; and

(7) Any company (even if it does not otherwise meet the reporting criteria) that is both a subsidiary of the Reporter and a parent of a reportable company.

This list of companies reportable on the FR Y-10 includes a Reporter’s directly or indirectly held subsidiaries that are direct or indirect holders of any of the above companies.

Additional companies reportable on the FR Y-6:

Include all Nonbanking Companies in which the Reporter directly or indirectly in the aggregate controls more than 5 percent, but less than 25 percent, of the outstanding shares of any class of voting securities. With respect to such companies, a Reporter need not report on its organizational chart the exact percentage of the voting shares that it controls, and need only indicate that the company is not reportable on the FR Y-10.

Companies not reportable on the FR Y-6 Organization Chart:

(1) *Inactive Companies:* Any company that exists as a matter of law, but does not engage in any business activity. The company becomes reportable once it begins to engage in business. Note that inactive companies include companies that have been set-up as name-saving organizations or have been formed or incorporated but do not yet conduct any business activity. Any company that is inactive as of the end of the reporting period does not need to be reported on the FR Y-6;

(2) *Companies Held by a Small Business Investment Company:* Any company controlled directly or indirectly by a Small Business Investment Company that is registered with the Small Business Administration, unless the interest in the company is a reportable merchant banking or insurance company investment on the FR Y-10;

(3) *Debts Previously Contracted:* Any Nonbanking Company acquired in full or in part to satisfy a debt previously contracted or that solely holds assets acquired in satisfaction of a debt previously contracted;

(4) *Interests Held as Collateral:* Interests held solely as collateral securing an extension of credit.

(5) *Companies Controlled Through an Insurance Underwriter:* Any Nonbanking Company organized under U.S. federal or state law, if controlled directly or indirectly by an insurance underwriter. This exception does not apply to any of the following: (a) a Nonbanking Company that is the underwriter’s highest-tier provider in the U.S. of any primary line of insurance, (b) a Nonbanking Company required to file a financial report with the Federal Reserve System, or (c) any interest that is a reportable merchant banking or insurance company investment;

(6) *Advising and Administering a Mutual Fund:* Note that advising and administering a mutual fund does not by itself constitute a reportable interest of a Reporter in a fund;

³ To determine whether one company controls another company, apply the standard for control as defined in the Glossary of the FR Y-10.

(7) *Special Purpose Vehicles (SPV)*: Any company formed for specific leasing transactions, such as a special purpose vehicle engaged in a single leasing transaction;⁴

(8) *Companies Required to be Conformed or Divested*: Any company which must be divested, or the activities of which must be conformed, pursuant to Sections 4(a)(2) or 4(n)(7) of the Bank Holding Company Act or pursuant to a commitment made to the Board or the Federal Reserve Bank (see also 12 C.F.R. 225.85); and

(9) *Other Merchant Banking or Insurance Company Investments*. Unless such an investment is reportable on the FR Y-10 (see above), it is not reportable on the FR Y-6.

See Appendix A for a sample organization chart.

Report Item 2b: Domestic Branch Listing

Shortly after a Reporter's fiscal year-end, the Federal Reserve will provide each Reporter with a listing of all domestic branches (henceforth referred to as a branch report) of each domestic depository institution (including thrifts) and Edge and agreement corporation within the Reporter's organization. The Reporter is required to verify and reconcile the branch report(s) against the actual domestic branches of each depository institution, including Edge and agreement corporations that were in operation as of its fiscal year-end. Any corrections, including closures, openings, and additions to the branch report(s) shall be submitted with the FR Y-6 report by the deadline date. Additionally, the verification of all branch structure data, including any corrections, shall be reported to the appropriate Federal Reserve Bank using the same format provided by the Federal Reserve Bank.

Information is required for all domestic branches and offices (henceforth referred to as branches). Domestic branches are defined as: 1) branches located in the fifty states of the United States, which are branches of U.S. depository institutions; and 2) branches located

in the U.S. territories, which are located in the same territory as their head office depository institution.

For purposes of this report item, a branch is any location or facility of a domestic depository institution, including the main office, where any of the following occur: accounts are opened, deposits are accepted, checks are paid or loans are granted. Reportable branches include, but are not limited to: brick and mortar locations, drive-in facilities, mobile/seasonal offices, offices on military bases of government installations, paying or receiving stations or units, and Internet and Phone Banking locations where a customer can open accounts, make deposits or borrow money.

The following information should be verified for each branch:

- Popular name of the branch,
- Date the branch opened, closed, or had a change,
- Street address (post office boxes are not appropriate),
- City,
- County,
- State or province,
- Country,
- Zip or postal code, and
- Applicable branch service type.

The following branch service types should be verified for each branch.

Branch Service Type

Administrative - A branch that has limited non-deposit functions, including back office operations and check processing facilities; excludes loan production and trust offices.

Full Service - A branch that accepts deposits, makes loans, opens/closes accounts, has a loan officer on site, normal hours, full-time staff, and may have safe deposit facilities on site. The site may be owned or leased by the institution or located in a retail facility such as a supermarket.

Electronic Banking - A facility with phone, PC, and/or website services through which customers can open accounts, apply for loans, make fund transfers into accounts and other types of electronic transactions from a remote location.

⁴ Note that an interest in a Variable Interest Entity (as defined in Financial Accounting Standards Board Interpretation No. 46R) typically will not be reportable on either the FR Y-6 or FR Y-10 so long as the Reporter does not control the entity.

NOTE: For Electronic Banking branches, the current address should be the same as that of the operations center that performs the back room operations associated with this activity.

Limited Service – A branch that accepts deposits and payments; however, it may not offer other services. Examples include a Military Facility that operates on a military base for the sole purpose of cashing military and government payroll checks, a drive-through facility that can accept deposits and make payments but may not offer other services, or a mobile/seasonal or otherwise temporary branch that may not have a fixed location or is only open for a limited period.

Loan Production and Consumer Credit – A branch that extends credit, but typically does not accept deposits.

Trust – An office that only conducts trust activities and does not accept deposits.

Note: A branch does not include stand-alone automated teller machines (ATM), Contractual offices, Customer Bank Communications Terminals (CBCT) and Electronic Fund Transfer Units (EFTU).

See Appendix A for a sample branch list.

Report Item 3: Shareholders

The top-tier bank holding company must file Report Item 3. In a multi-tiered bank holding company organization, the top-tier bank holding company must also submit as part of its FR Y-6 a separate Report Item 3 for each lower-tier bank holding company.

(1) List each shareholder, of record, that directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of voting securities of the bank holding company as of the fiscal year end of the bank holding company. In addition, list each person or entity that holds options, warrants, or other securities or rights that can be converted into or exercised for voting securities, which, in their aggregate, and including voting securities currently held, would equal or exceed 5 percent of any such class of voting securities. For example, an individual or entity that currently holds 2 percent of a class of voting securities and options that would represent an additional 3 percent of such class of voting securities if exercised should be included in this

report item. When the shares of the bank holding company are held by a nominee or in street names, list beneficial owners to the extent information is available. For bank holding companies that are partnerships, list each partner who has a 5 percent or more ownership interest. Also, include all general partner interests in each reportable bank holding company.

For each shareholder, including any entity listed above, provide the following:

- (a) Name, city, and state/country (*do not include the street address or social security number*);
- (b) Country of citizenship (if an individual) or country of incorporation (if a company); and
- (c) Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote (listing separately the number of options, warrants, or other securities or rights) or, in the case of a partnership, the proportionate interest.

(2) List any shareholder not listed in section 3(1) above that owned or controlled 5 percent or more of any class of voting securities in the bank holding company during the fiscal year for which the report is being filed. In addition, list each person or entity that held options, warrants, or other securities or rights that could have been converted into or exercised for voting securities, which, in their aggregate, and including voting securities held, would have equaled or exceeded 5 percent of any such class of voting securities.

For each shareholder, including any entity referenced above, list the following:

- (a) Name, city, and state/country (*do not include the street address or social security number*);
- (b) Country of citizenship (if an individual) or country of incorporation (if a company); and
- (c) Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote (listing separately the number of options, warrants, or other securities or rights) or, in the case of a partnership, the proportionate interest.

For trusts that meet the definition of a company contained in Regulation Y (12 CFR 225.2(d)), including employee benefit plans (i.e., ESOPs, profit sharing trusts, etc.) that are bank holding companies, report each trustee or designated individual that has the power to vote those shares held in the employee benefit plan. In addition, describe the provision in the trust for voting the shares controlled by the plan.

The estate of deceased shareholders should be recorded as the shareholder of record until the estate has been settled.

See Appendix A for a sample of a shareholder list.

Report Item 4: Insiders

The top-tier bank holding company must file Report Item 4. In a multi-tiered bank holding company organization, the top-tier bank holding company must also submit as part of its FR Y-6 a separate Report Item 4 for each lower-tier bank holding company.

List each principal shareholder, director, trustee, partner, executive officer, or person exercising similar functions, regardless of title or compensation, as of the fiscal year end of the bank holding company, showing the following:

- (1) Name, city, and state/country (*do not include the street address or social security number*);
- (2) Principal occupation, if other than with the bank holding company;
- (3) Title or position with:
 - (a) the bank holding company;
 - (b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the bank holding company; and
 - (c) any other company in which the person is a director, trustee, partner, or executive officer; and
- (4) Percentage of each class of voting securities owned, controlled, or held with power to vote in:
 - (a) the bank holding company;
 - (b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the bank holding company; and
 - (c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are

held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote.

For purposes of Report Item 4, the following definitions apply:

An “*executive officer*” of a company or bank generally means a person who participates or has authority to participate (other than in the capacity of a director) in major policy-making functions of the company or bank, whether or not:

- (1) the officer has an official title,
- (2) the title designates the officer an assistant, or
- (3) the officer is serving without salary or other compensation.

Trustees and administrative committee members are considered executive officers of an employee benefit plan.

An “*insider*” means an executive officer, director, or principal shareholder, and includes any related interest of such a person.

A “*principal shareholder*” generally means an individual or a company (other than an insured bank) that directly or indirectly, or acting through or in concert with one or more persons, owns, controls, or has the power to vote more than 10 percent of any class of voting securities of a member bank or company.

A “*Company*” means any corporation, partnership, trust (business or otherwise), association, joint venture, pool syndicate, sole proprietorship, unincorporated organization, or any other form of business entity not specifically listed herein. However, the term does not include:

- (1) An insured depository institution (as defined in 12 U.S.C. 1813); or
- (2) A corporation the majority of the shares of which are owned by the United States or by any State.

For complete definitions of these terms, see Federal Reserve Regulation O (12 CFR 215).

See Appendix A for a sample of an Insider list.

General Instructions for Preparation of the Annual Report of Foreign Banking Organizations (FR Y-7)

Who Must Report

A Foreign Banking Organization (FBO) is required to file this report (termed a Reporter for purposes of the FR Y-7) unless the FBO does not meet the requirements of and is not treated as a qualifying FBO under section 211.23 of Regulation K.¹ Note, however, that a FBO that is a FR Y-7 Reporter must report in Report Item 2, the Organization Chart, of the *Annual Report of Bank Holding Companies* (FR Y-6) any interests the FBO holds through a bank holding company (BHC) organized under U.S. law. (See the instructions for the FR Y-6 for additional information.)

In the case of multi-tiered FBOs that are direct or indirect subsidiaries of another FBO the reporting requirements of the FR Y-7 can be satisfied by submitting the required information as part of the FR Y-7 submission of the top-tier FBO. In such a unified submission, subsidiary FBOs need not provide responses to Report Items 1 and 2 if those responses would duplicate information provided by the top-tier FBO. The top-tier FBO and each subsidiary FBO must provide a response to Report Item 3. In addition, subsidiary FBOs included within the tiered report need not provide a separate response to Report Item 4 unless the subsidiary FBO claims the limited exemption pursuant to section 211.23(c) or Regulation K (12 CFR 211.23(c)).

Additional copies of this form and instructions may be obtained from the Federal Reserve Bank in the district where the Reporter submits its FR Y-7 report or may be found on the Federal Reserve Board's public web site (www.federalreserve.gov).

1. A FBO that does not meet the requirements and is not treated as a qualifying FBO must file the *Annual Report of Bank Holding Companies* (FR Y-6) instead of the FR Y-7.

Where and When to Submit the Report

The original and number of copies of the completed report required by the Federal Reserve Bank should be filed with the appropriate Federal Reserve Bank (see the Glossary). All copies must include the required attachments.

All reports shall be made out clearly and legibly, submitted in typewritten form or in ink. Reports completed in pencil will not be accepted.

The FR Y-7 is required to be submitted no later than four months after the Reporter's fiscal year end. If this deadline cannot be met, the Reporter must advise the appropriate Federal Reserve Bank as soon as possible, and normally not later than 30 calendar days before the deadline, and request an extension, stating the reason for the request and the date on which the information will be filed. As a general rule, extensions beyond 30 calendar days will not be granted. The Reporter will be advised before the deadline as to whether an extension will be granted. As part of the consideration of the extension request, the Federal Reserve Bank may require the submission of draft information and a commitment as to when the final information will be submitted.

The filing of a completed report will be considered timely, regardless of when the report is received by the appropriate Federal Reserve Bank, if the report is mailed first class and postmarked no later than the third calendar day preceding the submission deadline. In the absence of a postmark, a Reporter whose completed FR Y-7 is received late may be called upon to provide proof of timely mailing. A "Certificate of Mailing" (U.S. Postal Service form 3817) may be used to provide such proof. If an overnight delivery service is used, entry of the completed original report into the delivery system on the

General Instructions

day before the submission deadline will constitute timely submission. In addition, the hand delivery of the completed original report on or before the submission deadline to the location to which the report would otherwise be mailed is an acceptable alternative to mailing the report.

Companies that are unable to obtain the required officials' signatures on their completed original reports in sufficient time to file these reports so that they are received by the submission deadline should contact the Federal Reserve Bank to which they mail their original reports to arrange for the timely submission of their report information and the subsequent filing of their signed reports.

If the submission deadline falls on a weekend (Saturday or Sunday) or holiday, the report must be received by 5:00 P.M. on the first business day after the weekend or holiday. Any report received after 5:00 P.M. on the first business day after the weekend or holiday deadline will be considered late unless it has been postmarked three calendar days prior to the original weekend or holiday submission deadline (original deadline), or the institution has a record of sending the report by overnight service one day prior to the original deadline.

How to Prepare the Report

A. Basis of Reporting Financial Information

If the Reporter prepares consolidated financial statements for any purpose (including, without limitation, published financial statements, or financial statements to any other banking supervisor), the financial statements provided in the FR Y-7 must also be reported on a consolidated basis unless otherwise instructed in this report.

B. Substitution of Information

When strictly complying with specific requirements in the report involves undue burden or expense, the Board may, upon receipt of a written request submitted through the appropriate Federal Reserve Bank, normally at least 30 calendar days before the filing date of the report, permit the substitution of appropriate information.

C. Confidentiality

Once submitted, an FR Y-7 report becomes a Federal Reserve Board (Board) record and may be requested by any member of the public pursuant to the Freedom of Information Act (FOIA), 5 U.S.C. § 552. Under the FOIA, Board records generally must be disclosed unless they are determined to fall, in whole or in part, within the scope of one or more of the FOIA exemptions from disclosure. See 5 U.S.C. § 552(b)(1)-(9).

The exempt categories include (but are not limited to) "trade secrets and commercial or financial information obtained from a person and privileged or confidential" (exemption 4), and information that, if disclosed, "would constitute a clearly unwarranted invasion of personal privacy" (exemption 6). A reporter may request confidential treatment for any information submitted on the FR Y-7 that the reporter believes is exempt from disclosure under FOIA. The Reporter must follow the steps outlined immediately below, and certify on the completed and signed Cover Page to the FR Y-7 that these steps have been followed.

Reporters requesting confidential treatment of information are hereby advised that Board policy, particularly in those instances in which an FBO owns a U.S. bank subsidiary, strongly favors disclosure of the names and the number and percentage of voting securities provided in response to Report Item 3 that pertain to shareholders who control 10 percent or more of any class of voting shares of a **FBO**, unless there is shown to be a well-defined present threat to the liberty or personal security of individuals. This policy shall not preclude a reporter from raising any ground for confidential treatment of such information that may be available under the FOIA.

Reporters that seek confidential treatment for specific report item responses to the FR Y-7 must divide their report submission into two parts, filed simultaneously. The separately bound confidential volume should be accompanied by a cover page marked "confidential" and include only those report item responses for which confidential treatment is requested. The public volume should include responses to all of the report items. The responses to those items for which confidential treatment is requested should indicate that the responsive data may be found in the confidential volume. They also should clearly describe or visually indicate the amount of information for which confidential treatment is sought.

The Reporter also must submit a letter concurrent with submission of the two-part FR Y-7, identifying the specific information for which confidential treatment is sought, providing legal justification for the request, and describing the specific harm that would result from disclosure of the information. Unsupported or conclusory statements that disclosure will cause competitive harm or

result in an invasion of privacy will be considered insufficient to support the request for confidential treatment.

Reporters must submit a request for confidential treatment at the time of filing this report even if they previously requested (and were or were not accorded) confidential treatment for the same information as filed on a previous FR Y-7 report or as otherwise provided to the Board.

Information for which confidential treatment is requested may be released subsequently by the Federal Reserve System if the Board determines that the disclosure of such information is required by law or in the public interest. In general, Federal Reserve staff will notify the reporter before releasing information for which confidential treatment has been requested. For further information on the procedures for requesting confidential treatment and the Board's procedures for addressing such requests, consult the Board's Rules Regarding Availability of Information, 12 CFR part 261, including 12 CFR 261.15, which governs requests for confidential treatment.

D. Additional Information

The Federal Reserve System reserves the right to require the filing of additional information if the information submitted in the FR Y-7 report is not sufficient to appraise the FBO's ability to be a source of strength and support to its U.S. banking operations, or to determine that the FBO and its affiliates are in compliance with applicable laws and regulations. The Reporter must follow the steps outlined immediately above with respect to any additional information for which it seeks confidential treatment.

E. Signatures

The *Annual Report of Foreign Banking Organizations* shall be signed by a duly authorized official (see the Glossary) of the Reporter.

F. Amended Reports

The Federal Reserve may require the filing of an amended *Annual Report of Foreign Banking Organizations* if the report as previously submitted contains significant errors. In addition, a Reporter should file an amended report when internal or external auditors make audit adjustments that result in a restatement of financial statements previously submitted to the Federal Reserve. The Reporter must follow the steps outlined immediately above with respect to any portion of an amended report for which it seeks confidential treatment.

G. Monitoring of Regulatory Reports

Federal Reserve Banks will monitor the filing of all regulatory reports to ensure that they are filed in a timely manner and are accurate and not misleading. Reporting deadlines are detailed in the Where and When to Submit the Report section of these general instructions. Additional information on the monitoring procedures is available from the Federal Reserve Banks.

Report Item Instructions

Report Item 1: Financial Information Regarding the Foreign Banking Organization (FBO)

Report Item 1(a) Financial Statements

Submit financial statements and notes in **English**, covering the Reporter's two most recent fiscal years that include or are equivalent to balance sheets and income statements. If the Reporter prepares consolidated financial statements for any purpose (including without limitation, for published financial statements or submission to any other banking supervisor), the financial statements provided in the FR Y-7 must also be reported on a consolidated basis, unless otherwise instructed in this report.

The financial statements should be stated in the local currency of the country in which the head office of the Reporter is located. They should be prepared in accordance with local accounting practices.

If the financial statements have not been finalized by the due date of this report, preliminary figures must be provided. The Reporter must advise the appropriate Federal Reserve Bank before the deadline. Finalized data are due within 30 calendar days from the deadline date. Also, respond to the following questions: (circle one)

Have the financial statements been
certified by an independent public accountant? Yes No

Do the financial statements consolidate
all material subsidiaries that are
majority-owned financial companies? Yes No

Do the financial statements reflect
any significant changes in accounting
standards or policies used in preparing
such statements since the last filing of
the FRY-7? Yes No

Instructions for Preparation of Reporting Form FR Y-7
Report Item Instructions December 2006

If yes, describe the changes in a note or attachment to the financial statements.

Report Item 1(b) Annual Report to Shareholders

Submit one copy of the most recent annual report prepared for shareholders of the Reporter accompanied by one copy of an English translation.

Report Item 2: Organization Information for the FBO

Report Item 2(a) Organization Chart

Submit an organization chart indicating the Reporter and its interests in all entities defined below. The organization chart may be in a diagram or list format. It should disclose:

1. Full legal names (use abbreviations only if part of the legal name) use popular name for branches, agencies, and representative offices);
2. Legal address (i.e., city and state/country) of each entity;
3. Intercompany ownership and control relationships (including an interest held by a Reporter in an entity through more than one direct holder); and
4. Percentage ownership (of voting or nonvoting equity or other interests) by each direct holder.

As described below, some entities not reportable on the FR Y-10¹ are nevertheless reportable on the FR Y-7. These entities may be reported on the FR Y-7 organization chart in a format convenient for the Reporter. For example, a Reporter may provide a single organization chart annotated to indicate entities reportable on the FR Y-7 but not on the FR Y-10. As another option, a Reporter may provide an organization chart covering FR Y-10 reportable entities supplemented by a list of entities reportable on the FR Y-7 but not on the FR Y-10.

RI-1

¹ The FR Y-10F is scheduled to be consolidated into the FR Y-10 as of July 1, 2007. Until that time, all references in these instructions to the FR Y-10 should be construed as references to the FR Y-10F.

Report Item Instructions

If the Reporter in the aggregate controls shares of more than one class of the entity's voting shares, the Reporter should report information for the class in which the Reporter controls the highest percentage.

Entities reportable on the FR Y-10 and thus reportable on the FR Y-7 Organization Chart:

- (1) The top-tier FBO itself and lower-tier FBOs;
- (2) Branches, agencies, and representative offices that are located in the United States, and any non-U.S. branches that are managed by a U.S. branch or agency of each FBO that is a foreign bank;
- (3) A Banking Company, as defined in the Glossary, in which a Reporter directly or indirectly in the aggregate controls, owns, or holds more than 5 percent of any class of voting shares,² or which the Reporter otherwise directly or indirectly controls;³
- (4) U.S. companies and non-U.S. companies directly or indirectly engaged in business in the United States other than BHCs, U.S. banks, or FBOs ("nonbanking companies" as defined in the Glossary) that the Reporter controls² directly or indirectly. This includes financial and other nonbanking subsidiaries of national or state banks;
- (5) Specific merchant banking or insurance company investments made by an affiliate of a financial holding company (FHC) are reportable if the FHC and its affiliates on a combined basis acquired more than 5 percent of the voting shares, assets, or ownership interests of a company engaged in a nonfinancial activity at a cost that exceeds the lesser of 5 percent of the parent FHC's Tier 1 capital or \$200 million;

² In general, a Reporter is considered to control all shares which it or its subsidiaries have the power to vote, but not shares held in a fiduciary capacity. However, shares held by a Reporter (or its subsidiary) as fiduciary are deemed controlled by the Reporter if the shares are held for the benefit of employees, shareholders, members, or affiliates of the Reporter or any Reporter subsidiary, or if the shares are of a BHC or bank organized under U.S. law and the Reporter has directly or indirectly had the sole power to vote the shares for more than 2 years. In addition, a security that is convertible into a voting security at a holder's option is deemed to be shares of the class into which the security is convertible. The Reporter should check to see if any other basis for control exists (such as a management agreement or the power to control the election of a majority of directors).

³ To determine whether one company controls another company, apply the standard for control as defined in the Glossary of the instructions for completing the FR Y-10.

- (6) Any entity not mentioned above that is required to file a regulatory financial report with the Federal Reserve System; and
- (7) Directly or indirectly held subsidiaries that are direct or indirect holders of any of the above companies.

Additional entities reportable on the FR Y-7 Organization Chart:

- (1) Include nonbanking companies (U.S. companies and non-U.S. companies engaged in business in the United States) in which the Reporter directly or indirectly in the aggregate controls more than 5 percent, but less than 25 percent, of the outstanding shares of any class of voting securities. With respect to such companies, a Reporter need not report on its organization chart the exact percentage of the voting shares that it controls, and need only indicate that the company is not reportable on the FR Y-10; and
- (2) Include any company that the Federal Reserve System determines should be reported.

Interests not reportable on the FR Y-7 Organization Chart:

- (1) *Interests Reportable on the FR Y-6:* Interests reportable on the FR Y-6 instead of the FR Y-7, which includes interests held directly or indirectly by any subsidiary of the Reporter that is a BHC organized under U.S. law.
- (2) *Non-U. S. Entities Not Engaged in Business in the United States:* Non-U.S. companies that are not engaged in business in the U.S. and are not otherwise reportable;
- (3) *Entities Held Under Section 211.23(f)(5) of Regulation K (12 CFR 211.23(f)(5)):* An interest in an entity held under section 211.23(f)(5) should not be reported on the organization chart. (These interests should be reported in Report Item 2(b).);
- (4) *Companies Held by a Small Business Investment Company (SBIC):* Any company controlled directly or indirectly by a SBIC that is registered with the

Report Item Instructions

Small Business Administration, unless the interest in the company is a reportable merchant banking or insurance company investment on the FR Y-10. However, if a FBO that is a FHC engaged in merchant banking activities holds shares in the same merchant banking investment through a merchant banking vehicle as well as through a SBIC, the entire investment is treated as the merchant banking investment, subject to the reporting criteria.

- (5) *Debts Previously Contracted:* An interest in a company, other than a U.S. bank or BHC, acquired in full or in part in satisfaction of a debt previously contracted or that solely holds assets acquired in satisfaction of a debt previously contracted;
- (6) *Interests Held as Collateral:* An interest held solely as collateral securing an extension of credit;

Companies Controlled Through an Insurance Underwriter:

- (7) An interest in a nonbanking company organized under U.S. federal or state law, if controlled directly or indirectly by an insurance underwriter. This exception does not apply to any of the following: (a) a Nonbanking Company that is the underwriter's highest-tier provider in the U.S. of any primary line of insurance, or (b) any interest that is a reportable merchant banking or insurance company investment;

Advising and Administering a Mutual Fund:

- (8) If a Reporter directly or indirectly advises or administers a mutual fund, the mutual fund is not reportable on the Reporter's FR Y-7 unless other ties between the Reporter and the fund meet the standard for control as defined in the

Glossary of the instructions for completing the FR Y-10;

Inactive Companies:

- (9) An interest in any company that exists as a matter of law, but does not engage in any business activity. The company becomes reportable once it begins to engage in business. Note that inactive companies include companies that have been set-up as name-saving organizations or have been formed or incorporated but do not yet conduct any business activity. Any company that has become inactive as of the end of the reporting period does not need to be reported on the FR Y-7 organization chart;
- (10) *Special Purpose Vehicles (SPV):* An interest in any company formed for specific leasing transactions, such as a special purpose vehicle engaged in a single leasing transaction;⁴ and
- (11) *Companies to be Divested:* An interest in any company which must be divested pursuant to sections 4(a)(2) or 4(n)(7) of the Bank Holding Company Act (BHC Act) or pursuant to a commitment made to the Board or the Federal Reserve Bank (see also 12 CFR 225.85). NOTE: The Reporter should report direct and indirect interests in companies that are to be conformed, beginning with the first report submitted once the Reporter has become subject to the BHC Act.

In addition, list separately as a supplement to the organization chart the entities reported in response to Report Item 2(b).

Report Item 2(b) Foreign companies held pursuant to section 2(h)(2) of the BHC Act and section 211.23(f)(5) of Regulation K, or section 4(c)(9) of the BHC Act and section 211.23(f)(5) of Regulation K

- (1) For each foreign company (whether or not a subsidiary):

- a. provide its full legal name and location (city/country);
 - b. indicate the percent of any class of voting shares of the company that is held directly or indirectly by the FBO; and
 - c. indicate the percent of the company's worldwide consolidated assets that are located in and gross revenues that are derived from the United States.
- (2) For each foreign company that is a subsidiary, indicate its U.S. activities (conducted through a U.S. office or a U.S. company, whether or not a subsidiary of the foreign company), and confirm that these activities are the same as or are related to those conducted abroad as measured by North American Industry Classification System (NAICS) codes.

Note: Reporters are reminded that, pursuant to section 211.23(f)(5)(ii) of Regulation K (12 CFR 211.23(f)(5)(ii)), foreign companies may not directly underwrite, sell, or distribute, nor own or control more than 10 percent of the voting shares of a company that underwrites, sells, or distributes securities in the United States, except to the extent permitted bank holding companies.⁵

Report Item 3: Shares and Shareholders

Report Item 3(a) Number and Types of Shares

List the number and types of all the shares (or their equivalent) that the FBO has authorized, issued, or holds for its own account. Describe the voting rights of each type of shares and any agreements that limit the voting of such shares. When the FBO has bearer securities outstanding, describe the regulations requiring registration of the ownership of the bearer securities with the FBO or appropriate regulatory agency.

RI-3

⁵ Under a 1971 Board interpretation (12 CFR 225.124(d)), a foreign bank holding company may underwrite or deal in shares of stock (including shares of United States issuers) to be distributed outside the United States, provided that shares so acquired are disposed of within a reasonable time. This applies only to activity that takes place outside of the United States and that does not involve a U.S. office. See F.R.R.S. 3-693 (addressing restrictions on underwriting by foreign banks of securities to be distributed in the United States). Shares of companies held pursuant to the interpretation on the reporting date need not be reported in response to report item 2(b), provided that the holding of the shares is in all respects consistent with the interpretation.

Report Item 3(b) Nonbearer Securities⁶

(circle one)

Does the FBO have nonbearer securities?

Yes No

If the response is "yes," list each shareholder (or the equivalent) of record that directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of nonbearer securities of the FBO (See Regulation Y, section 225.2(q)). Also list the beneficial owner, to the extent ascertainable, when the beneficial ownership is 5 percent or more of nonbearer shares.

Provide the following information for each:

1. Name and address of principal residence for individuals, or of head office for companies;
2. Country of citizenship or of organization; and
3. Number and percentage of each class of nonbearer securities (or their equivalent) owned, controlled, or held with power to vote.

Report Item 3(c) Bearer Securities⁵

(circle one)

Does the FBO have bearer securities?

Yes No

If the response is "yes," list each known shareholder that directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of bearer securities (see Regulation Y, section 225.2(q)) of the FBO. Provide the following information for each:

1. Name and address of principal residence for individuals, or of head office for companies;
2. Country of citizenship or of organization; and
3. Number and percentage of each class of bearer securities (or their equivalent) owned, controlled, or held with power to vote.

Report Item 4: Eligibility as a Qualified Foreign Banking Organization (QFBO)

Report Item 4(a) Requirements for Eligibility as a QFBO

To qualify for exemption from the nonbanking prohibitions of the BHC Act, a FBO must be "principally" engaged in the banking business outside the United States." Section 211.23(a) of Regulation K (12 CFR 211.23(a)) sets forth requirements to qualify for the

⁶ See Glossary.

September 13, 2006 Draft

exemption. Certain FBOs that do not meet the criteria set forth below in 4(g) will be eligible for limited exemptions as described in section 211.23(c) of Regulation K (12 CFR 211.23(c)) if they meet the requirements set forth in that section. Such organizations should contact the appropriate Federal Reserve Bank for guidance.

Instructions for Preparation of Reporting Form FR Y-7 Report Item
Instructions December 2006

RI-5

Report Item Instructions

Report Item 4(b) Financial Data

The top-tier FBO must provide financial data on the size of its: (1) worldwide nonbanking business activities; (2) non-U.S. banking activities; and (3) U.S. banking activities. The top-tier FBO must measure the size of its business activities by any two of the three financial items: total assets, revenues, or net income, as provided in 4(c) below. Refer to the Notes to Report Item 4 on page RI-7.

Report Item 4(c) Consolidated or Combined Basis for Determining Total Assets, Revenues, and Net Income

For purposes of determining total assets, revenues, and net income, each FBO:

1. May use either a consolidated or a combined basis;
2. Must include the total assets, revenues, and net income of all companies in which it owns 50 percent or more of the voting shares; and
3. May include the total assets, revenues, and net income of companies in which it owns 25 percent or more of the voting shares if all such companies within the FBO are included.

Report Item 4(d) Worldwide Business Activities and Banking Business Activities

The top-tier FBO must complete **both** 4(e) regarding worldwide business activities and 4(f) regarding banking business activities.

Report Item 4(e) Worldwide Business Activities

Respond to any two of the following three criteria:

- Amounts in
local currency
or U.S. Dollars
(circle one)
1. Assets:
 - a. total worldwide nonbanking
 - b. total non-U.S. banking
 - Revenues derived from:
 - a. total worldwide nonbanking
 - b. total non-U.S. banking
 - Net Income derived from:
 - a. total worldwide nonbanking
 - b. total non-U.S. banking

Report Item 4(f) Banking Business Activities

Respond to any two of the following three criteria:

- Amounts in
local currency
or U.S. Dollars
(circle one)
1. Assets:
 - a. total non-U.S. banking
 - b. total U.S. banking
 2. Revenues derived from:
 - a. total non-U.S. banking
 - b. total U.S. banking
 3. Net Income derived from:
 - a. total non-U.S. banking
 - b. total U.S. banking

Report Item 4(g) Criteria for Qualifying

A FBO will qualify for the exemption from the nonbanking prohibitions of the BHC Act only if two of the three requirements in **both** of the following categories are met:

Worldwide Business

1. Banking assets held outside the United States exceed total worldwide nonbanking assets; or
2. Revenues derived from the business of banking outside the United States exceed total revenues derived from its worldwide nonbanking business; or
3. Net income derived from the business of banking outside the United States exceeds total net income derived from its worldwide nonbanking business; and

Banking Business

1. Banking assets held outside the United States exceed banking assets held in the United States; or
2. Revenues derived from the business of banking outside the United States exceed revenues derived from the business of banking in the United States; or
3. Net income derived from the business of banking outside the United States exceeds net income derived from the business of banking in the United States.

Report Item Instructions

Report Item 4(h) Eligibility for Limited Exemptions

Certain FBOs that do not meet the criteria set forth above in 4(g) will be eligible for limited exemptions as described in section 211.23(c) of Regulation K (12 CFR 211.23(c)) if they meet **both** of the following requirements:

1) Qualification of Foreign Bank(s)

Each foreign bank within the FBO that maintains a branch or an agency, or controls a commercial lending company, Edge or agreement corporation, or bank in the United States must meet the criteria set forth above in 4(g) determined in accordance with 4(b) and 4(c) above, and the Notes to Reports Item 4 on page RI-7.

2) Qualification of Top-tier Foreign Banking Organization

The top-tier FBO, i.e., the ultimate parent, must meet the criteria set forth above in 4(g) determined in accordance with 4(b), 4(c), and the Notes to Report Item 4 on page RI-7, provided, however, that solely for purposes of meeting the "Worldwide Business" requirement in 4(g), the top-tier FBO may count as non-U.S. banking all activities listed in section 211.10 of Regulation K (12 CFR 211.10)) conducted by it and its direct and indirect subsidiaries; that is, the limitation set forth in the second sentence of Note 2 on page RI-7 shall not apply.

Report Item 4(i) Limited Exemptions: Worldwide Business Activities and Banking Business Activities

Each foreign bank must complete both 4(j) regarding worldwide business activities and 4(k) regarding banking business activities. In addition, the top-tier FBO must complete both 4(l) regarding worldwide business activities and 4(m) regarding banking business activities.

Report Item 4(j) Worldwide Business Activities

Respond to any two of the following three criteria:

Amounts in
local currency
or U.S. Dollars
(circle one)

1. Assets:
 - a. total worldwide nonbanking ...
 - b. total non-U.S. banking
2. Revenues derived from:
 - b.. total worldwide nonbanking ..
 - total non-U.S. banking
3. Net Income derived from:
 - a. total worldwide nonbanking ...
 - b. total non-U.S. banking

Report Item 4(k) Banking Business Activities

Respond to any two of the following three criteria:

Amounts in
local currency
or U.S. Dollars
(circle one)

1. Assets:
 - a. total non-U.S. banking
 - b. total U.S. banking
2. Revenues derived from:
 - a. total non-U.S. banking
 - b. total U.S. banking
3. Net Income derived from:
 - a. total non-U.S. banking
 - b. total U.S. banking

Report Item Instructions

Report Item 4(1) Worldwide Business Activities

Respond to any two of the following three criteria:

Amounts in
local currency
or U.S. Dollars
(circle one)

1. Assets:
 - a. total worldwide nonbanking
 - b. total non-U.S. banking
2. Revenues derived from:
 - a. total worldwide nonbanking
 - b. total non-U.S. banking
3. Net Income derived from:
 - a. total worldwide nonbanking
 - b. total non-U.S. banking

Report Item 4(m) Banking Business Activities

Respond to any two of the following three criteria:

Amounts in
local currency
or U.S. Dollars
(circle one)

1. Assets:
 - a. total non-U.S. banking
 - b. total U.S. banking
2. Revenues derived from:
 - a. total non-U.S. banking
 - b. total U.S. banking
3. Net Income derived from:
 - a. total non-U.S. banking
 - b. total U.S. banking

Notes to Report Item 4

1. When the same two criteria i.e., assets, revenues, or net income, are reported in 4(e) and 4(f), the amount reported in 4(e) for total non-U.S. banking should equal the amount reported in 4(f) for total non-U.S. banking for that criterion. Similarly, amounts reported for total non-U.S. banking items in 4(j) should equal those in 4(k). Note that the amounts reported for all criteria in 4 (m) should be the same as those reported in 4(f).
2. Non-U.S. Banking: The activities considered to be banking when conducted outside of the United States are listed in section 211.10 of Regulation K (12 CFR 211.10). Note, however, that the Board has determined that for purposes of determining eligibility as a qualifying foreign banking organization, such activities must be conducted through a foreign bank or its direct or indirect subsidiaries in order to be considered banking activities. See 12 CFR 211.23(b)(2).
3. U.S. Banking: All of the assets, revenues, or net income of a U.S. subsidiary bank (including its foreign branches and subsidiaries), branch, agency, subsidiary commercial lending company, or other company engaged in the business of banking in the United States will be considered held or derived from the business of banking in the United States. Managed non-U.S. branches are not considered held or derived from the business of banking in the United States.
4. None of the assets, revenues, or net income of a U.S. subsidiary bank (including its foreign branches and subsidiaries), branch, agency, subsidiary commercial lending company, or other company engaged in the business of banking in the United States will be considered held or derived from the business of banking outside the United States.

Report Item 4(n) Loss of Eligibility

A foreign banking organization that does not meet the requirements for two consecutive years as reported herein will lose its eligibility for exemption pursuant to section 211.23(d) of Regulation K (12 CFR 211.23(d)).

Glossary

For the purposes of the FR Y-7, the following definitions shall apply. Please refer to the FR Y-10 Glossary for additional terms used in this report.

Authorized Official shall mean a person with power to bind the foreign banking organization.

Bearer Security shall mean any security that is not registered to a particular party on the books of the issuing company, but may or may not be registered with the appropriate regulatory agency and, therefore, all rights associated with the security are assigned to the party that is in possession of the security.

Combined financial statements present the results of operations and the financial position of a group of commonly controlled companies, a group of unconsolidated subsidiaries or other companies that are under common management, and after giving effect to the elimination of intercompany balances and transactions.

Consolidated financial statements present the results of operations and the financial position of a parent company and its subsidiaries as if the group were a single company with one or more branches or divisions, and, after giving effect to the elimination of intercompany balances and transactions.

Director shall mean a member of either the managing or supervisory board.

Nonbearer Security shall mean any security that is registered to a particular party on the books of the issuing company. The issuer of the nonbearer security is required to maintain a record of ownership of the security.

Ultimate parent shall mean the parent of the foreign banking organization that is not the subsidiary of any other company.

**Board of Governors of the Federal
Reserve System**



Instructions for Preparation of
**Report of Changes in
Organizational Structure**

Reporting Form FR Y-10

Instructions for the Report of Changes in Organizational Structure (FR Y-10)

GENERAL INSTRUCTIONS

Introduction

Use the FR Y-10 to report changes to the worldwide organizational structure of bank holding companies (BHCs), member banks, Edge and agreement corporations, and to the U.S. operations of foreign banking organizations (FBOs).¹ Such changes include:

- information about the Reporter itself;
- acquisition of interests in BHCs, FBOs, banks organized under U.S. law;
- acquisition of interests in nonbanking companies that are owned by BHCs and non-qualifying FBOs, and nonbanking companies conducting business in the United States that are owned by qualifying FBOs;
- transfer, sale, or liquidation of such interests;
- merger of companies;
- internal reorganization;
- commencement of new activities;
- certain merchant banking or insurance company investments;
- establishment in the United States of branches, agencies, and representative offices of FBOs and activities through managed non-U.S. branches;
- opening, closing, or relocation of foreign branches of member banks, BHCs, or Edge or agreement corporations and of their foreign subsidiaries;
- opening, acquisition, sale, closing or relocation of domestic branches of U.S. subsidiary depository institutions of top-tier BHCs and FBOs, of unaffiliated state member banks, and of Edge and agreement corporations; and
- changes to previously reported information.

Depending on the nature of reported changes in structure and activity information, it will not always be necessary to file all schedules. Blank schedules should be omitted.

The instructions are divided into the following sections:

¹ A FBO with U.S. operations that is not or ceases to be a "qualifying foreign banking organization" (QFBO) within the meaning of Regulation K, and is not otherwise treated as a QFBO under Regulation K, should consult with Federal Reserve staff regarding the scope of its FR Y-10 reporting obligations. In general, a FBO that is not or is not treated as a QFBO is subject to the nonbanking restrictions of the BHC Act with respect to its worldwide operations and, thus, would have to report on the FR Y-10 changes to its worldwide organizational structure.

- General Instructions describing overall reporting requirements
- Specific Instructions for completing the:
 - Cover Page
 - Banking Schedule
 - Nonbanking Schedule
 - Merger Schedule
 - 4(k) Schedule
 - Branch, Agency, and Representative Office of FBOs Schedule
 - Foreign Branches of U.S. Banking Organizations Schedule
 - Domestic Branch Schedule
- Glossary of terms used in these instructions
- Appendices consisting of definitions of Federal Reserve Board Legal Authority Codes and of North American Industry Classification System (NAICS) Activity Codes for Commonly Reported Activities

Reporters are required to prepare and file this report in accordance with these instructions to reflect an accurate representation of their organizational structure.

If more than one transaction is reportable for a particular submission, multiple copies of the schedule should be submitted. Several supporting schedules may be included under one Cover Page.

Who Must Report

The following companies (termed Reporters for purposes of the FR Y-10) are required to file this report:

- Top-tier BHCs (including Employee Stock Option Plans (ESOPs) that are BHCs) organized under U.S. or foreign law that are not FBOs, regardless of financial holding company (FHC) status.
- FBOs (both qualifying and nonqualifying) (see the Glossary), whether or not a BHC.
- State member banks (SMBs) not controlled by a BHC or a FBO.
- Edge and agreement corporations not controlled by a BHC, FBO, or member bank.
- National banks not controlled by a BHC or FBO, but only with respect to their foreign branches, their investments made under Subpart A of Regulation K, and foreign branches of their foreign subsidiaries that are investments made under Subpart A of Regulation K.

Tiered Organizations

In the case of a tiered BHC organization where one BHC that is not a FBO controls another BHC that is not a FBO, the top-tier BHC should file reports on behalf of all lower-tier BHCs.

The same procedure should be followed by tiered organizations consisting of nonqualifying FBOs.

In the case of a tiered FBO organization, where one qualifying FBO² controls another qualifying FBO, the top-tier FBO may file on behalf of all lower-tier FBOs or the lower-tier FBOs may choose to file separately.

What Events Must Be Reported

The following categories of events (termed Reportable Events for purposes of the FR Y-10 and these instructions) generally trigger the requirement to file an FR Y-10. Note that a single transaction by a Reporter may involve more than one reportable event:

- *New Reporters:* Any event that causes a company to become a Reporter. *See* the Changes in Reporter Status part of these instructions for further explanation and reporting directions.
- *Interests in Banking Companies:* Acquisition, sale, or transfer of a controlling interest in, or more than 5 percent of a class of voting securities of, an existing or new BHC, bank organized under U.S. law, or FBO (Banking Company for purposes of the FR Y-10); changes in the level or type of ownership interest in a Banking Company; cessation of business or liquidation of a Banking Company; changes in the principal activities of a Banking Company; and changes to information previously reported on Federal Reserve structure reports³ about a Banking Company. *See* the Banking Schedule part of these instructions for further explanation and reporting directions.
- *Interests in Nonbanking Companies:* Acquisition, sale, or transfer of a controlling interest in an existing or new company other than a BHC, bank organized under U.S. law, or FBO (Nonbanking Company for purposes of the FR Y-10); changes in

the level or type of ownership interest in a Nonbanking Company; cessation of business or liquidation of a Nonbanking Company; changes in the principal activities of a Nonbanking Company; and changes to information previously reported on Federal Reserve structure reports about a Nonbanking Company. *See* the Nonbanking Schedule part of these instructions for further explanation and reporting directions.

- *Mergers:* A merger involving a Banking or Nonbanking Company in which the Reporter previously had reported an ownership interest on Federal Reserve structure reports. *See* the Merger Schedule part of these instructions for further explanation and reporting directions.
- *4(k) Activities:* Commencement by a Reporter that is a FHC of an activity it has not previously conducted, whether the result of acquisition of an existing Nonbanking Company, formation of a new Nonbanking Company, or commencement of a new activity by an existing company. Note: a Reporter must also use this schedule to report any 4(k) activities it is already conducting if it is conducting the activities through an acquisition of a going concern or a de novo formation. *See* the 4(k) Schedule part of these instructions for further explanation and reporting directions.
- *Merchant Banking or Insurance Company Investments:* Certain large merchant banking investments or insurance company investments. *See* the 4(k) Schedule part of these instructions for further explanation and reporting directions.
- *Branches, Agencies, and Representative Offices:* The opening, closing (with or without license surrender), or liquidation of a branch, agency, or representative office located in the United States and the commencement or termination of the management by a U.S. branch or agency of a non-U.S. branch of a FBO; and any changes to information previously reported on Federal Reserve structure reports about such offices. *See* the Branch, Agency, and Representative Office of FBOs part of these instructions for further explanation and reporting directions.
- *Foreign Branches of U.S. Banking Organizations:* The opening, closing, or relocation of foreign branches of unaffiliated member banks, BHCs, or Edge or agreement corporations, or of foreign subsidiaries of such organizations; and any changes to information previously reported on Federal Reserve structure reports about such offices. *See* the Foreign Branches of U.S. Banking Organizations Schedule of these instructions for further explanation and reporting directions.

² This reference to qualifying FBOs also pertains to FBOs that are treated as qualifying FBOs as well as FBOs that have limited exemption.

³ Prior to the issuance of this report form on June 30, 2007, changes to organizational structure of banking and nonbanking companies were reported on four forms, i.e., FR Y-10, FR Y-10F, FR Y-10S, and FR 2058. The respondent panels for those forms and the information required to be reported have been incorporated into this form. References to "information previously reported on Federal Reserve structure reports" pertain to information reported on those four report forms.

- *Domestic Branches:* The opening, acquisition, sale, closure, or relocation of domestic branches of domestic depository institutions (including thrifts) of top-tier BHCs and FBOs, of unaffiliated state member bank and of Edge and agreement corporations; and any changes to information previously reported on Federal Reserve structure reports about such branches. See the Domestic Branch Schedule part of these instructions for further explanation and reporting directions. A top tier BHC is responsible for filing branch information for its domestic subsidiary depository institutions' U.S. offices. Also, unaffiliated state member banks and unaffiliated Edge and agreement corporations are responsible for filing for their offices.
- *Cessation of Status as a Reporter:* Any event that terminates a company's status as a Reporter. See the Changes in Reporter Status part of these instructions for further explanation and reporting directions.

Changes in Reporter Status

The following are Reportable Events:

- *Becoming a Reporter:* Any event that causes a company to become a Reporter. To report, a new Reporter (BHC, FBO, unaffiliated SMB or Edge or agreement corporation, or National Bank) must complete a Banking or Nonbanking Schedule for itself, and a Banking or Nonbanking Schedule for its subsidiary. If the Reporter was a going concern prior to becoming a Reporter, follow instructions for "Acquisition of a Going Concern." If the Reporter is a new company, follow instructions for "De Novo Formation."

In addition, a new Reporter must report interests in any companies that are going concerns at the time the Reporter becomes a Reporter and must report any activity engaged in by the Reporter under Section 4(k) of the BHC Act. Report an interest in a going concern as if the Reporter acquired the interest simultaneously with becoming a Reporter by completing a Banking Schedule or Nonbanking Schedule, as appropriate, following directions for "Acquisition of a Going Concern." Report activities engaged in under Section 4(k) as if commenced simultaneously with becoming a Reporter by completing a 4(k) Schedule, following directions for "Acquisition of a Going Concern Resulting in a New Activity."

A foreign bank that becomes a FBO (and thereby becomes a Reporter) due to the establishment of an initial U.S. branch or agency must also complete a Branch, Agency, and Representative Office of

FBOs Schedule with respect to the branch or agency. Such a foreign bank becomes a Reporter when the initial branch or agency opens for business, not when the branch or agency is licensed.

If deemed warranted for supervisory purposes, the Federal Reserve may request an organization chart. Because FR Y-10 reporting requirements differ from the Annual Report of Bank Holding Companies - FR Y-6 and the Annual Report of Foreign Banking Organizations - FR Y-7 reporting requirements, the organization chart submitted with the FR Y-10 may be different from the organization chart submitted with the Reporter's FR Y-6 or FR Y-7 report.

- *Cessation of Status as a Reporter:* Any event that terminates a company's status as a Reporter. If termination of Reporter status results from sale or liquidation of a Reporter or from the Reporter becoming inactive, complete a Banking Schedule or Nonbanking Schedule, as appropriate, with respect to the Reporter. Follow the instructions for reporting the event type "External Transfer," "Liquidation," or "Became Inactive", as appropriate, and also check the event type box next to "No Longer Reportable."

If termination of Reporter status results from sale or liquidation of a Reporter's U.S. subsidiary banks, commercial lending company, or Edge or agreement corporation, complete a Banking Schedule or Nonbanking Schedule, as appropriate, following the instructions for "External Transfer" or "Liquidation," as appropriate. In addition, submit a Banking Schedule or Nonbanking Schedule, as appropriate, with respect to the Reporter, but only check the event type box next to "No Longer Reportable," provide the date of the event, and provide the Reporter's legal name and location in items 2 and 3 of the Characteristics Section.

If termination of Reporter status results from sale or closure of a Reporter's U.S. branch(es) or agency(s), complete a Branch, Agency, and Representative Office of FBOs Schedule. In addition, submit a Banking Schedule or Nonbanking Schedule, as appropriate, with respect to the Reporter, but only check the event type box next to "No Longer Reportable", and provide the date of the event and the Reporter's legal name and location in the Characteristics Section.

Where and When to File this Report

The appropriate Federal Reserve Bank (see the Glossary) must receive an original and one copy of this report within 30 calendar days after a reportable event. Earlier submission would aid the Federal Reserve in reviewing and processing the report.

As an alternative, the Reporter may file the FR Y-10 electronically. Respondents interested in filing electronically must contact the appropriate Federal Reserve Bank in order to obtain a User ID and password.

Note: Reports that contain a request for confidential treatment should not be submitted electronically.

Information on the CUSIP number of the Reporter (BHC or unaffiliated state member bank); a BHC's lower-tier U.S. BHCs, subsidiary U.S. banks; or a Reporter's largest subsidiary U.S. nonbanking company that has a currently active CUSIP number must be assessed only once a year as of December 31. Changes to this data must be reported on an event-generated basis within 30 calendar days of such changes.

Transactions Occurring Between January 1, 2007 and June 30, 2007

Beginning December 31, 2006, BHCs are required to provide the Federal Reserve a list of domestic branches for each depository institution within its organization in the FR Y-6 report. To ensure that the branch listings are complete and up-to-date, BHCs must report on any branch openings, acquisitions, sales, closings or relocations, or changes to service type or popular name, occurring between January 1, 2007 and June 30, 2007, by July 30, 2007. All reportable events should be filed using the Domestic Branch schedule or a separate attachment. If a Reporter chooses to use an attachment to report on these events, it should contact the appropriate Federal Reserve Bank.

With respect to SEC reporting status data (some of which may have previously been submitted on Schedule A of the FR Y-10S), institutions must provide data for any changes occurring between January 1, 2007 and June 30, 2007, by July 30, 2007 in item 6 of the Banking and Nonbanking schedules. Thereafter, institutions would be required to report events within 30 days.

Confidential Treatment

Once submitted, a FR Y-10 report becomes a Federal Reserve Board (Board) record and may be requested by any member of the public pursuant to the Freedom of Information Act (FOIA), 5 U.S.C. § 552. Under the

FOIA, Board records generally must be disclosed unless they are determined to fall, in whole or in part, within the scope of one or more of the FOIA exemptions from disclosure. See 5 U.S.C. § 552(b)(1)-(9).

The exempt categories include (but are not limited to) "trade secrets and commercial or financial information obtained from a person and privileged or confidential" (exemption 4), and information that, if disclosed, "would constitute a clearly unwarranted invasion of personal privacy" (exemption 6). A Reporter may request confidential treatment for any information submitted on the FR Y-10 that the Reporter believes is exempt from disclosure under FOIA. The Reporter must follow the steps outlined immediately below, and certify on the completed and signed Cover Page to the FR Y-10 that these steps have been followed.

Reporters that seek confidential treatment for specific responses to the FR Y-10 must divide their report submission into two parts, filed simultaneously. The separately bound confidential volume should be accompanied by a cover page marked "confidential" and include only those report item responses for which confidential treatment is requested. The public volume should include responses to all of the report items. The responses to those items for which confidential treatment is requested should indicate that the responsive data may be found in the confidential volume. They also should clearly describe or visually indicate the amount of information for which confidential treatment is sought.

The Reporter also must submit a letter concurrent with submission of the two-part FR Y-10, identifying the specific information for which confidential treatment is sought, providing legal justification for the request, and describing the specific harm that would result from disclosure of the information. Unsupported or conclusory statements that disclosure will cause competitive harm or result in an invasion of privacy will be considered insufficient to support the request for confidential treatment.

Reporters must submit a request for confidential treatment at the time of filing this report even if they previously requested (and were or were not accorded) confidential treatment for the same information as previously provided to the Board.

Information for which confidential treatment is requested may be released subsequently by the Federal Reserve System if the Board of Governors determines that the disclosure of such information is required by

law or in the public interest. In general, Federal Reserve staff will notify the Reporter before releasing information for which confidential treatment has been requested. For further information on the procedures for requesting confidential treatment and the Board's procedures for addressing such requests, consult the Board's Rules Regarding Availability of Information, 12 CFR part 261, including 12 CFR 261.15, which governs requests for confidential treatment

Additional Information Requests

In some instances, the appropriate Federal Reserve Bank may request a Reporter to submit organization charts, narrative descriptions, or other information to supplement information provided on the FR Y-10. Provision of such information is not a substitute for a requirement to file a FR Y-10, but can aid in the understanding of significant acquisitions, mergers, reorganizations, or other transactions involving multiple reportable events. The Reporter must follow the steps outlined immediately above with respect to any additional information for which it seeks confidential treatment.

What Is the Legal Authority for the FR Y-10

Submission of the FR Y-10 is required under authority of Sections 4(k) and 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. §§ 1843(k), 1844(c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 9, 11(a)(1), 25(7), and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 321, 602, 611a, and 615; Section 211.13(c) of Regulation K (12 CFR 211.13(c)); ; and Sections 225.5(b) and 225.87 of Regulation Y (12 CFR 225.5(b) and 225.87).

Specific Instructions for the Cover Page (FR Y-10)

Submission Date

Provide the date on which the FR Y-10 is submitted.

Reporter's Name, Street and Mailing Addresses

Legal Name: Provide the Reporter's full legal name. If the Reporter's legal name has changed since the Reporter's last FR Y-10 filing, provide the Reporter's new name on this line. In addition, report the name change in the Characteristics Section of the Banking Schedule or Nonbanking Schedule, as appropriate.

Street Address (Physical Location), City, County, State/Province, Country, and Zip/Postal Code: Provide the street address of the Reporter's main office. Do not use a post office box number as the street address. Provide the nine-digit zip code, if available.

Reporter's Mailing Address (if different from street address): For mailing purposes, provide the Reporter's mailing address to which mailings for the Reporter should be sent. A street address or post office box is acceptable. Provide the nine-digit zip code, if available.

Contact's Name and Mailing Address for this Report

Name and Title: Provide the name and title of the person responsible for preparing the report on the Reporter's behalf as the contact person.

Phone Number: Provide the telephone number (including area code and if applicable, the extension) of the contact person.

Fax Number: Provide the fax number (including the area code) of the contact person.

E-mail Address: Provide the electronic mailing address of the contact person.

Contact's Mailing Address (if different from the Reporter's mailing address): For mailing purposes, provide the contact's mailing address to which mailing for the Reporter's contact person should be sent. The street address or post office box is acceptable. Provide the nine-digit zip code, if available.

Confidential Treatment

Indicate, by checking the box next to "Yes" or "No," as appropriate, whether the Reporter seeks confidential treatment for any portion of the submission. If the Reporter has checked the "Yes" box, the Reporter should identify the specific report responses by schedule(s) and item number(s) for which confidential treatment is sought. The Reporter also should indicate (by checking the appropriate boxes on the cover page) that a letter justifying the request is being submitted with the form; and that the information for which confidential treatment is sought is being submitted separately and labeled "confidential."

Authorized Official

Printed Name & Title: Print the name and title of the Authorized Official (see glossary for definition).

Signature of Authorized Official, Date of Signature: An authorized officer of the Reporter must sign and date the cover page of the FR Y-10 report to indicate that the report has been reviewed for accuracy. The signer may or may not be the same person as the contact person for the report

Specific Instructions for the Banking Schedule (FR Y-10)

What to Report

Use this schedule to report the acquisition of interests in Banking Companies, and other transactions involving interests in Banking Companies.⁴ For purposes of the FR Y-10, a Banking Company is a Bank Holding Company (BHC), bank organized under U.S. law, or Foreign Banking Organization (FBO).⁵ To complete the Banking Schedule, check the appropriate event type box (es), provide the date of the reportable event(s), and complete other items on the schedule as directed in the following instructions.

Interests in Banking Companies

Initial Acquisition / Formation: Reporters are required to file the FR Y-10 reports for the following list of general reporting categories. A Reporter's initial acquisition of an interest in a Banking Company, including the formation of a top-tier BHC, is a reportable event if as a result of the acquisition, the Reporter directly or indirectly acquires control of the Banking Company, or directly or indirectly acquires control of more than 5 percent of a class of the Banking Company's voting shares. The acquisition of such an interest is reported either as an "Acquisition of a Going Concern" or as a "De Novo Formation." To determine whether a Reporter controls a Banking Company, apply the definition of "control" found in the Glossary.

Subsequent Events: Once a Reporter has acquired such an interest in a Banking Company, the following events become reportable:

- Any subsequent sale or transfer of the interest in whole or in part, and most changes to the Reporter's level of ownership in a Banking Company;
- The transfer of all or part of the interest to another subsidiary within the Reporter's organization;
- Liquidation of a Banking Company is a reportable event;
- Any changes rendering the Reporter's interest in a Banking Company no longer reportable; and

- Any change to information previously reported on this schedule.

Multiple Direct Holders: In the case of a reportable event in which a Reporter acquires an interest in a Banking Company through more than one direct holder, the Reporter must file a separate Banking Schedule for each direct holder.⁶ As long as the Reporter's interest in the Banking Company remains reportable, the Reporter must report any subsequent acquisition of any additional interest in the Banking Company by any additional direct holders.

Reporting Mergers: When a Banking Company is merged into a Reporter or a Reporter's subsidiary as part of the same transaction in which the Reporter acquires the Banking Company (i.e., the Banking Company no longer exists as a legal entity), the acquisition of that Banking Company should be reported on the Merger Schedule instead of the Banking Schedule.

Check box if correction: Check this box to indicate that previously reported information was filed incorrectly and has been corrected with the information provided.

Item 1.a. - Event Type

Check the event type box(es) that best describes the event type being reported. Do not report events that occur on separate dates on the same schedule.

Acquisition of a Going Concern: Initial acquisition by a direct holder of an interest in a Banking Company that is a going concern. To report, check the event type box next to "Acquisition of a Going Concern," report the date of the event in Item 1.b, and complete all sections of the schedule. Subsequent acquisition by the same direct holder of additional shares or other additional interest in the Banking Company should be reported as a "Change in Ownership."

Note: If the acquired going concern has one or more subsidiaries, the Reporter must file a separate Banking or Nonbanking Schedule (as appropriate) for each subsidiary.

De Novo Formation: Opening for business of a new Banking Company in which a direct holder has an

⁴ A Reporter that is a Banking Company should use the Banking Schedule to report information about itself.

⁵ For purposes of the FR Y-10, "Banking Company" refers to BHCs and banks as those terms are defined in the Bank Holding Company Act (BHC Act), as well as to FBOs. Because savings associations, trust companies not accepting demand deposits, certain industrial loan companies, and similar institutions are not included in the BHC Act definition of bank, acquisition of an interest in such an institution should be reported on the Nonbanking Schedule or 4(k) Schedule, as appropriate.

⁶ As noted in the instructions for item 11.a of this schedule, a Reporter that in the aggregate controls 5 percent or more of more than one class of the Banking Company's voting shares need only report the class of which the Reporter controls the highest percentage (the "highest class"). If two or more classes could each be considered the highest class, a Reporter must report each such class, if held by different direct holders. A Reporter must file a separate Banking Schedule for each direct holder through which the Reporter controls shares of the highest class, but need not file any schedule for a direct holder through which the Reporter controls only shares of classes other than the highest class.

interest. To report, check the event type box next to "De Novo Formation," report the date of the event in Item 1.b, and complete all sections of the schedule. An interest in a Banking Company is not reportable until the Banking Company opens for business.

External Transfer: Sale, divestiture, or other transfer of a direct holder's entire previously reported interest in a Banking Company to a company other than the Reporter or its subsidiaries. To report, check the event type box next to "External Transfer," report the date of the event in Item 1.b, the Banking Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section. In addition, in the Ownership Section, the Reporter should list the name and location of the former direct holder of the divested company in item 14. Item 10 should be left blank.

Note: Report any partial external transfer of a previously reported interest in a Banking Company as a "Change in Ownership."

Internal Transfer: Sale or other transfer of a direct holder's entire previously reported interest in a Banking Company to the Reporter or to a different subsidiary of the Reporter. To report, check the event type box next to "Internal Transfer," report the date of the event in Item 1.b, the Banking Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section. In addition, in the Ownership Section, report the new direct holder's (the acquirer's) name and location in Item 10, and report the former direct holder's (the seller's) name and location in Item 14. If the event results in any change in legal authority, also report the new legal authority code in the Activity and Legal Authority Section.

Note: Report any partial internal transfer of a previously reported interest in a Banking Company by filing two Banking Schedules: one as a "Change in Ownership" by the transferring direct holder and one as an "Acquisition of a Going Concern" by the acquiring direct holder.

The transferring direct holder should report by following the directions for reporting a "Change in Ownership." The acquiring direct holder need only report the date of the event in Item 1.b and the Banking Company's legal name in Item 2.a, and complete the Ownership Section as appropriate, excluding Item 14. If the event results in any change in legal authority, also report the new legal authority code in the Activity and Legal Authority Section.

Change in Ownership: Report any of the following: an increase or decrease in a direct holder's ownership percentage of a class of voting shares of a Banking Company if the percentage changes by one point or more,

after rounding; a change in the direct holder's status with respect to control of nonvoting shares of the Banking Company, control of any other ownership interest in the Banking Company, or control of the Banking Company; or a change in the Reporter's status with respect to control of the Banking Company. A direct holder's ownership percentage of a class of voting securities may change due to acquisition of additional shares, sale or transfer of some of the direct holder's shares, stock redemption, nonparticipation in a share issuance by the reportable bank, or other causes. To report, check the event type box next to "Change in Ownership," report the date of the event in Item 1.b, the Banking Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section. In addition, in the Ownership Section, complete Items 10, 11, 12, 13, and 14 as appropriate, to reflect the Change in Ownership.

Liquidation: Liquidation of a Banking Company in which a direct holder previously had reported an interest. For purposes of the FR Y-10, liquidation refers to final distribution of assets, satisfaction of liabilities, and closing of capital accounts of a company, as opposed to sale or transfer of the company. Liquidation may result from voluntary dissolution or bankruptcy, and the liquidation process typically ends with termination of the company's legal existence. To report, check the event type boxes next to "No Longer Reportable" and "Liquidation," report the date of the event in Item 1.b, the Banking Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section.

Note: A Reporter need not file a FR Y-10 if liquidating a company previously reported as "Became Inactive."

Change in Characteristics: Change of a Banking Company's legal name or address, or any other change to information previously reported. To report, check the event type box next to "Change in Characteristics" and report the date of the event in Item 1.b. In addition, to report a name change, complete Items 2.a and 2.b, and for relocation, complete Items 3.a and 3.b. For any other change to this section, report the Banking Company's legal name in Item 2.a and location in Item 3.a of the Characteristics Section, and report updated information for the appropriate items in the section.

Change in Activity or Legal Authority: Change in a Banking Company's previously reported primary or secondary activity, commencement of a secondary activity, termination of a previously reported activity, or change in the legal authority under which a previously reported activity is conducted. To report, check the event type box next to "Change in Activity or Legal Authority," report the date of the event in Item 1.b, the Banking Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section. In

addition, in the Activity and Legal Authority Section, report only the updated information.

No Longer Reportable: Any transaction that renders a Reporter's interest in a Banking Company no longer reportable. In general, once a Reporter acquires an interest in a Banking Company, the interest remains reportable so long as the Banking Company is actively engaged in business and: (1) the Reporter in the aggregate directly or indirectly controls more than 5 percent of any class of voting shares of the Banking Company or (2) the Reporter controls the Banking Company. To determine if the Reporter controls the Banking Company, apply definition of "control" found in the Glossary. To report, check the event type box next to "No Longer Reportable." In addition, check the event type box corresponding to the event type that rendered the interest no longer reportable and follow the instructions for reporting that event type. Event types that render an interest no longer reportable include "External Transfer," "Liquidation," and "Became Inactive." Event types that may render an interest no longer reportable include "Change in Ownership" and "Change in Activity or Legal Authority."

Note: If reporting a company, which has subsidiaries, as "No Longer Reportable", please report the disposition of each subsidiary. Typically the disposition of a company's interest in a subsidiary may be reported as an "External Transfer," "Internal Transfer," "Liquidation," or "Became Inactive," as appropriate.

Became Inactive: Cessation of business by a company in which a direct holder previously had reported an interest. To report, check the event type boxes next to "No Longer Reportable" and "Became Inactive," report the date of the event in Item 1.b, the Banking Company's legal name in Item 2.a, and the location in Item 3.a of the Characteristics Section. If a Banking Company that is inactive subsequently becomes active and was not previously reported by the Reporter, report as a "De Novo Formation." However, if the Reporter had previously reported an interest in the Banking Company and it subsequently became inactive and then it was re-activated, report as a "Change in Activity or Legal Authority."

Debts Previously Contracted: For purposes of the FR Y-10, acquisition of shares in a BHC or U.S. bank to secure or collect a debt previously contracted is a reportable event, even if the Federal Reserve System's prior approval is not required. To report such an acquisition, check the event type box next to "Debts Previously Contracted" and also report as "Acquisition of a Going Concern" or "Change in Ownership," as appropriate.

Became Reportable: Any transaction that renders reportable a Reporter's interest in a Banking Company that is already a going concern, but does not involve the Reporter's initial acquisition of an interest in, or formation of, that Banking Company. To report, check the event type box next to "Became Reportable," report the date of the event in Item 1.b, and complete all sections of the schedule.

Other: If none of the listed event types adequately describes the reportable event, check the box next to "If other, please describe," and provide a text description in the space provided.

Item 1.b — Date of Event

Provide the date on which the reportable event took legal effect:

- Acquisition of a Going Concern or full or partial sale or transfer: the date of consummation of the transaction, sometimes alternatively described as the date of closing;
- De Novo Formation: the date on which the new Banking Company opened for business;
- Liquidation: the date on which a Banking Company ceased engaging in business;
- Became Inactive: the date on which a Banking Company ceased engaging in business;
- Change in Characteristics: the date on which the name change, relocation, or other change became legally effective;
- Change in Activity: the date on which a Banking Company commenced a new activity or terminated a previously reported activity; or
- Change in Legal Authority: the date on which the activity is conducted under a new legal authority.
- Became Reportable: the date on which a Banking Company became reportable.

Characteristics Section

Item 2.a — Legal Name of Banking Company

Provide the Banking Company's current full legal name.

Item 2.b – If Name Change or Correction, Prior Legal Name of Banking Company

In the event of a name change or correction, provide the Banking Company's previously reported legal name.

Item 3.a — Current Street Address; City and County; State/Province, Country; and Zip/Postal Code Provide the current street address, city and county, state/province, country, and zip/postal code of the Banking Company's main office. Do not use a post

office box as the street address. Report the nine-digit zip code, if available.

Item 3.b — If Relocation or Correction, Prior Street Address, City and County; State/Province, Country; and Zip/Postal Code

In the event of a relocation or correction, provide the prior street address, city and county, state/province, country, and zip/postal code of the Banking Company's main office. Do not use a post office box as the street address. Report the nine-digit zip code, if available.

Item 4 — Date Opened

Provide the date on which the Banking Company opened for business, only if reporting one of the following: Acquisition of a Going Concern, De Novo Formation, or a correction to the Date Opened that was previously reported in error.

Item 5 — Fiscal Year End (FBOs and BHCs Only)

Provide the month and day of the FBO's or BHC's fiscal year end. Leave blank if the Banking Company is neither a BHC nor a FBO.

Item 6 – SEC Reporting Status

Check the box corresponding to the Banking Company's current SEC reporting status:

- **Not Applicable-**
This box should be checked if the Banking Company is not subject to any of the other check box selections described for this item. For example: A De Novo bank that is not subject to sections 13(a) or 15(d) of the Securities Exchange Act. of 1934.
- **Subject to 13(a) or 15(d) of Securities Exchange Act of 1934 and Section 404 of SOX Act-**
This box should be checked if the Banking Company meets the requirements to file annual and other periodic reports pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934 and is also subject to Section 404 of the Sarbanes-Oxley Act of 2002, regardless if the banking company has a delay in reporting under Section 404 of the Sarbanes-Oxley Act of 2002.
Note: Pursuant to section 12(i) of the Securities Exchange Act of 1934, the Federal Reserve has delegated authority to act on behalf of the Securities and Exchange Commission to collect reports from unaffiliated state member banks. Therefore, unaffiliated state member banks should apply the same SEC reporting requirements

pursuant to section 13(a) and 15(d) of the Securities Exchange Act of 1934 and should check this box if such periodic SEC reports are filed to the Board of Governors instead of the Securities and Exchange Commission.

- **Subject to 13(a) or 15(d) of Securities Exchange Act of 1934, but not Section 404 of SOX Act-**

This box should be checked if the Banking Company is required to file annual and other periodic reports pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934 and **not** subject to the Sarbanes-Oxley Act of 2002. Do not check this box if the Banking Company has a delay in reporting under Section 404 of the Sarbanes-Oxley Act of 2002.

- **Terminated or Suspended reporting requirements under 13(a) or 15(d) of the Securities Exchange Act of 1934 -**

This box should be checked if the Banking Company has terminated or suspended duties to file periodic reports under section 13(a) or 15(d) of the Securities Exchange Act of 1934 for reasons specified by the SEC regulations.

Item 7 – CUSIP Number

The Reporter must report the most recently assigned and currently active six-digit CUSIP number for itself, its lower-tier U.S. BHCs and its subsidiary U.S. banks. State member banks not controlled by a BHC should report the CUSIP number for themselves.

A CUSIP number identifies most securities, including (1) stocks and debt of all SEC-registered U.S. companies and (2) U.S. government and municipal bonds. The number consists of nine characters (a combination of letters and numbers) in which the first six digits uniquely identify an issuer. The first six digits (leading six digits) should be reported in the boxes on item 7.

The six-digit CUSIP number may change, for example when:

- The last three digits of the nine-digit CUSIP number are not sufficient to accommodate all outstanding issues (greater than 999) and an additional issuer (six-digit) CUSIP number is assigned; or
- Changes occur to the corporate name, whether or not associated with a merger or reorganization; or
- Reverse stock splits of corporate shares occur.

Note: A change in a CUSIP number is a reportable event on the FR Y-10 as a "Change in Characteristics."

Exclusions:

- Do not report any CUSIP numbers associated with entities that are nonsurvivors of mergers. In the event of a merger, the nonsurvivor's debt-related CUSIP numbers will remain in use until outstanding debt is paid off since the entity will still service the debt. However, no new issues will be made under the nonsurvivor's CUSIP number. New debt instruments will be issued under the survivor's CUSIP number. The nonsurvivor's equity-related CUSIP numbers will be retired.
- Do not report CUSIP numbers associated with securitization vehicles and issuers of trust preferred securities.
- Do not report any CUSIP numbers associated with money market instruments⁷ such as certificates of deposit, medium-term notes,⁸ and commercial paper.
- Do not report historical information on CUSIP numbers that existed prior to, but not on, December 31, 2005.

Item 8 — Banking Company Type

Check the box corresponding to the type that most accurately describes the Banking Company:

- U.S. Bank Holding Company (BHC),
- Foreign Banking Organization (FBO),
- U.S. Commercial Bank,
- U.S. State Chartered Savings Bank, or

If none of the listed types adequately describes the Banking Company, check the box next to "If other, please describe," and provide a text description.

Item 9 — Business Organization Type

Check the appropriate box to indicate the legal organization type of the Banking Company. If none of the listed descriptions adequately describes the organization type, check the box next to "If other, please describe," and provide a text description.

Ownership Section**Item 10 — Direct Holder's Name and Location**

Provide the legal name, city, state/province, and country of the direct holder. If the Reporter holds the interest through more than one direct holder, complete a separate Banking Schedule for each direct holder. Leave this item blank if filed by a Reporter about itself

or for event type "External Transfer."

Item 11.a — Percentage of a Class of Voting Shares

If the Reporter in the aggregate controls more than 5 percent of a class of the Banking Company's voting shares, report the percentage of such class controlled by the direct holder. If the Reporter in the aggregate controls more than 5 percent of more than one class of the Banking Company's voting shares, report the direct holder's percentage for the class in which the Reporter controls the highest percentage. If needed, see the instructions on page Banking – 1 (and accompanying footnote) of these instructions for further information on multiple classes of voting shares and multiple direct holders.

Determine the appropriate percentage by rounding the actual number down to the nearest whole percentage. For example, a percentage of 79.85 should be rounded down to 79.

Note: There are two exceptions to this rounding rule: when the percentage is greater than 50 but less than 51, report the percentage as 51, or if the percentage is greater than 0 but less than 1, report the percentage as 1.

In general, a direct holder is considered to control all shares that it has the power to vote, but not shares held in a fiduciary capacity. However, shares held by the direct holder as fiduciary are deemed controlled by the direct holder if the shares are held for the benefit of employees, shareholders, members, or affiliates of the Reporter or any subsidiary of the Reporter, or if the shares are of a BHC or bank organized under U.S. law and the Reporter has directly or indirectly had the sole power to vote the shares for more than 2 years. In addition, a security that is convertible into a voting security at a holder's option is deemed to be a share of the class into which it is convertible.

Interests in Partnerships or Limited Liability Companies: Report general partner interests in limited partnerships, managing member interests in limited liability companies, and partner interests in general partnerships and limited liability partnerships, by reporting the percentage as 0 in item 11.a, and completing item 11.c Report limited partner interests in limited partnerships, as well as nonmanaging member interests in limited liability companies, by completing item 11.c but not item 11.a.

Item 11.b — Percentage of Nonvoting Equity: Only if the Reporter has left Item 11.a blank because it does not control more than 5 percent of any class of the Banking Company's voting shares, report the percentage that, of the total nonvoting equity of the

⁷ However, subordinated issues should be included.

⁸ Medium term notes are a type of money market instrument with an average maturity of 4 to 6 years.

Banking Company, is controlled by the direct holder. Report the percentage rounded down to the nearest whole percentage. For example, a percentage of 61.75 should be reported as 61.

Note: There are two exceptions to this rounding rule: when the percentage is greater than 50 but less than 51, report the percentage as 51, or if the percentage is greater than 0 but less than 1, report the percentage as 1. Leave blank if the direct holder does not control any nonvoting shares.

Item 11.c — Other Interest

Only if the Reporter has left items 11.a and 11.b blank (except as described above for certain interests in partnerships and limited liability companies), check the “Yes” box to indicate whether the direct holder has an ownership interest, other than voting or nonvoting shares, in the Banking Company. Such an interest may include exercise of control over the management of the Banking Company through a management agreement, or the direct holder's election of one or more directors of the Banking Company. Otherwise, check the “No” box.

Item 12 — Control by Direct Holder

Check the appropriate box to indicate whether the direct holder controls the Banking Company. To determine if the direct holder controls the Banking Company, apply the definition of “control” found in the Glossary.

Item 13 — Control by Reporter

Check the appropriate box to indicate whether the Reporter controls the Banking Company. To determine if the Reporter controls the Banking Company, apply the definition of “control” in the Glossary.

Item 14 — Former Direct Holder's Name and Location

Provide the name and location of the former direct holder, if the Event Type reported in Item 1.a is an External or Internal Transfer.

Activity and Legal Authority Section

Item 15.a — Primary Activity

Report the activity that generated the largest percentage of the Banking Company's gross revenue during the Banking Company's most recently completed fiscal year. For a Banking Company that has been in operation for less than one year, report the activity that the Reporter expects will generate the largest percentage of the Banking Company's gross revenue during the Company's first fiscal year.

Item 15.b — Secondary Activity

For Banking Companies other than a bank, report the activity that generated the second largest percentage of the company's gross revenue as of the company's most recent fiscal year. For a Banking Company that has been in operation for less than one year, report the activity that the Reporter expects will generate the second largest percentage of the Banking Company's gross revenue during the Company's first fiscal year. Do not report more than one secondary activity. If the Banking Company does not engage in any activity other than its primary activity or is a bank, leave this item blank.

Item 15.c — Termination of Activity

Report the termination of any previously reported primary or secondary activity.

FRS Legal Authority Code

Consult Appendix A of these instructions and choose the appropriate FRS legal authority code under which this activity is being conducted.

NAICS Activity Code

Consult Appendix B (*North American Industry Classification System (NAICS) Activity Codes*) for commonly reported activities and select the code that best describes the activity being reported. If an appropriate code is not listed in Appendix B, select a five or six-digit NAICS code from the U.S. Census Bureau's website:
<http://www.census.gov/epcd/www/naics.html>.

Description of Activity

Provide a text description of an activity only if unable to identify a five or six-digit NAICS code corresponding to the activity.

Specific Instructions for the Nonbanking Schedule (FR Y-10)

What to Report

Use this schedule to report the acquisition of interests in Nonbanking Companies, and other transactions involving interests in Nonbanking Companies, with certain exclusions.⁹ For purposes of the FR Y-10, a Nonbanking Company is any company that is not a BHC, bank organized under U.S. law, or Foreign Banking Organization (FBO); Nonbanking Companies include Edge and agreement corporations and foreign banks that are not FBOs.¹⁰ In addition, a Reporter that is a Financial Holding Company and is acquiring an interest in a Nonbanking Company pursuant to Section 4(k) of the Bank Holding Company Act should review the 4(k) Schedule instructions and should report on the Nonbanking Schedule only as directed in the 4(k) Schedule instructions. To complete the Nonbanking Schedule, check the appropriate event type box(es), provide the date of the reportable event(s), and complete other items on the schedule as directed in the following instructions.

Interests in Nonbanking Companies

In general, a Reporter's acquisition of an interest in a Nonbanking Company is a reportable event if, as a result of the acquisition, the Reporter directly or indirectly acquires control of the Nonbanking Company. The acquisition of such an interest is reported either as an "Acquisition of a Going Concern" or as a "De Novo Formation." In all cases, a Reporter that is required to file a regulatory financial report with the Federal Reserve System about a Nonbanking Company is also required to file FR Y-10 report(s) regarding the subject Nonbanking Company. In addition, a Reporter is required to file FR Y-10 reports for any company (even if it does not otherwise meet the reporting criteria) that is both a subsidiary of the Reporter and a parent of the subject Nonbanking Company.¹¹

⁹ For purposes of the FR Y-10, "Banking Company" refers to BHCs and banks as those terms are defined in the Bank Holding Company Act (BHC Act), as well as to FBOs. Because savings associations, trust companies not accepting demand deposits, certain industrial loan companies, and similar institutions are not included in the BHC Act definition of bank, acquisition of an interest in such an institution should be reported on the Nonbanking Schedule or 4(k) Schedule, as appropriate.

¹⁰ A Reporter that is a Nonbanking Company should use the Nonbanking Schedule to report information about itself.

¹¹ However, a Reporter need only report information in response to Items 2.a, 3.a, 10, 11, and 12 with respect to a company that does not otherwise meet the reporting criteria but is both a subsidiary of the Reporter and a parent of a Nonbanking Company.

Control: To determine whether a Reporter controls a Nonbanking Company for purposes of the FR Y-10, apply the definition of "control" in the Glossary. In addition, with respect to control of interests held under authority of Subpart A of Regulation K, please see the instructions for reporting such interests under Item 13.

Note: In general, an interest in a Nonbanking Company is not reportable unless the Reporter directly or indirectly controls the Nonbanking Company¹². Accordingly, note the following:

- Variable Interest Entities (as defined in Financial Accounting Standards Board Interpretation No. 46R) generally are not reportable on the FR Y-10.
- Advising and administering a mutual fund by itself does not constitute a reportable interest of a Reporter in that fund.

Exclusions: The following interests are not reportable on the FR Y-10 even if they meet the definition of control found in the Glossary:

- *Inactive Companies:* An interest in a company that exists as a matter of law, but does not engage in any business activity. The interest becomes reportable once the company begins to engage in business, as follows: report as either a "De Novo Formation" if the Reporter has not previously reported an interest in the Nonbanking Company or report as a "Change in Activity or Legal Authority" if the Reporter has previously reported an interest in the Nonbanking Company. Note that the term "inactive companies" includes companies that have been setup as name-saving organizations or have been formed or incorporated but do not yet conduct any business activity. These types of companies become reportable only when they commence an activity;
- *U.S. Investments of Unaffiliated National Banks:* Any interest held under any authority other than Subpart A of Regulation K, by a national bank not controlled by a BHC or FBO;
- *Companies Held by a Small Business Investment Company:* Companies held directly or indirectly by Small Business Investment Companies (SBICs) are not required to be reported on the FR Y-10. However, if a BHC or a FBO that is a FHC engaged in merchant banking activities holds shares in the same merchant banking investment through a

¹² Some merchant banking or insurance company investments made under authority of section 4(k) of the Bank Holding Company Act may be reportable on the FR Y-10 even if the Reporter making the investment does not control the company in which the investment is made. See the 4(k) Schedule for further information on the reportability of merchant banking and insurance company investments.

merchant banking subsidiary as well as through a SBIC, the entire investment is treated as the merchant banking investment, subject to the reporting criteria;

- *Debts Previously Contracted* An interest in a Nonbanking Company acquired to secure or collect a debt previously contracted or in a Nonbanking Company that solely holds assets acquired in satisfaction of a debt previously contracted;
- *Interests Held as Collateral:* An interest held solely as collateral securing an extension of credit;
- *Companies Controlled Through an Insurance Underwriter:* An interest in a Nonbanking Company organized under U.S. federal or state law, if controlled directly or indirectly by an insurance underwriter. This exception does not apply to either of the following: an interest in a Nonbanking Company that is the underwriter's highest-tier provider in the United States of any primary line of insurance, or any interest that is a reportable merchant banking or insurance company investment as described in the 4(k) Schedule instructions;
- *Special Purpose Vehicles (SPV):* An interest in a special purpose vehicle formed for specific leasing transactions, such as a special purpose vehicle engaged in a single leasing transaction;
- *Companies Required to be Conformed or Divested:* An interest in any company which must be divested, or the activities of which must be conformed, pursuant to Sections 4(a) (2) or 4(n)(7) of the BHC Act or pursuant to a commitment made to the Board or the Federal Reserve Bank. (See also 12 C.F.R. 225.85.)
- *Certain Interests Held Under Regulation K:* With respect to any company that is held under authority of Subpart A of Regulation K, but is not a subsidiary of the Reporter as defined in Section 211.2(w) of Regulation K,¹³ do not report any interest held directly or indirectly by such company under authority of Subpart A of Regulation K.

- *Investments Held by FBOs Under Section 211.23(f)(5) of Regulation K:* A FBO that is, or is treated as, a QFBO, need not report an interest in any Nonbanking Company (1) that does not engage in any activities in the U.S.; or (2) the U.S. activities of which, pursuant to Section 211.23(f)(5) of Regulation K, are to the same kind of activities or related to the activities the company primarily conducts outside the U.S. This exception does not apply, however, to interests held by a FBO through a BHC or bank organized under U.S. law, or through an Edge or agreement corporation.

Subsequent Events: Once a Reporter has reported the acquisition of a reportable interest in a Nonbanking Company, the following events become reportable:

- Any subsequent sale, transfer or change in ownership affecting the voting interest in whole or in part which causes a direct holder's interest to fall within a different range than that previously reported;
- The transfer of all or part of a reportable company to another subsidiary within the Reporter's organization;
- A Reporter's liquidation of a Nonbanking Company;
- Any changes rendering the Reporter's interest in the Nonbanking Company no longer reportable; or
- Any change to information previously reported on this schedule.

Multiple Direct Holders: In the case of a reportable event in which a Reporter acquires an interest in a Nonbanking Company through more than one direct holder, the Reporter must file a separate Nonbanking Schedule for each direct holder.¹⁴ As long as the Reporter's interest in the Nonbanking Company remains reportable, the Reporter must report any subsequent acquisition of any additional interest in the Nonbanking Company by any additional direct holders.

¹³ Note that the definition of "Subsidiary" in Section 211.2(w) of Regulation K differs from the definition of subsidiary found in the Glossary appended to these instructions. For example, in general under Section 211.2(w) of Regulation K, Company B is a subsidiary of Company A if: Company A directly or indirectly controls more than 50 percent of Company B's voting securities; Company A is a general partner of Company B; Company A directly or indirectly controls more than 50 percent of the equity of Company B; or Company A otherwise controls Company B.

¹⁴ As noted in the instructions for Item 11.a of this schedule, a Reporter that in the aggregate controls 25 percent or more of more than one class of the Nonbanking Company's voting shares need only report the class of which the Reporter controls the highest percentage (the "highest class"). If two or more classes could each be considered the highest class, a Reporter must report each such class, if held by different direct holders. A Reporter must file a separate Nonbanking Schedule for each direct holder through which the Reporter controls shares of the highest class, but need not file any schedule for a direct holder through which the Reporter controls only shares of classes other than the highest class.

Reporting Mergers: When a Nonbanking Company is merged into a Reporter or a Reporter's subsidiary as part of the same transaction in which the Reporter acquires the Nonbanking Company (i.e., the Nonbanking Company no longer exists as a legal entity), the acquisition of that Nonbanking Company should be reported on the Merger Schedule instead of the Nonbanking Schedule.

Check box if correction: Check this box to indicate that previously reported information was filed incorrectly and has been corrected with the information provided.

Item 1.a - Event Type

Check the event type box (es) that best describes the event type being reported. Do not report events that occur on separate dates on the same schedule.

Acquisition of a Going Concern: Initial acquisition by a direct holder of an interest in a Nonbanking Company that is a going concern. To report, check the event type box next to "Acquisition of a Going Concern," report the date of the event in Item 1.b, and complete all sections of the schedule. Subsequent acquisition by the same direct holder of additional shares or other additional interests in the Nonbanking Company or disposition of such shares or interests should be reported as a "Change in Ownership."

Note: If the acquired going concern has one or more subsidiaries, the Reporter must file a separate Banking or Nonbanking Schedule (as appropriate) for each subsidiary.

De Novo Formation: Opening for business of a new Nonbanking Company in which a direct holder has an interest. To report, check the event type box next to "De Novo Formation," report the date of the event in Item 1.b, and complete all sections of the schedule. An interest in a Nonbanking Company is not reportable until the Nonbanking Company opens for business.

External Transfer: Sale, divestiture, or other transfer of a direct holder's entire previously reported interest in a Nonbanking Company, to a company other than the Reporter or its subsidiaries. To report, check the event type box next to "External Transfer," report the date of the event in Item 1.b, the Nonbanking Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section. In addition, in the Ownership Section, the Reporter should list the name and location of the former direct holder of the divested company in Item 14. Item 10 should be left blank.

Note: Report any partial external transfer of a previously reported interest in a Nonbanking Company as a "Change in Ownership."

Internal Transfer: Sale or other transfer of a direct holder's entire previously reported interest in a Nonbanking Company to the Reporter or to a different subsidiary of the Reporter, as part of an internal reorganization. To report, check the event type box next to "Internal Transfer," report the date of the event in Item 1.b, the Nonbanking Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section. In addition, in the Ownership Section, report the new direct holder's (the acquirer's) name and location in Item 10, and report the former direct holder's (the seller's) name and location in Item 14. If the event results in any change in legal authority, also report the new legal authority code in the Activity and Legal Authority Section.

Note: Report any partial internal transfer of a previously reported interest in a Nonbanking Company by filing two Nonbanking Schedules: one as a "Change in Ownership" by the transferring direct holder and one as an "Acquisition of a Going Concern" by the acquiring direct holder. The transferring direct holder should report by following the directions for reporting a "Change in Ownership". The acquiring direct holder need only report the date of the event in Item 1.b, the Nonbanking Company's legal name in Item 2.a, and complete the Ownership Section, as appropriate, excluding Item 14. If the event results in any change in legal authority, also report the new legal authority code in the Activity and Legal Authority Section.

Change in Ownership: Denote any of the following: an increase or decrease in a direct holder's ownership percentage of a class of voting shares of a Nonbanking Company if the resulting percentage would fall within a range different from the range previously reported in Item 11.a of the Ownership Section; a change in the direct holder's status with respect to control of any other ownership interest in the Nonbanking Company or control of the Nonbanking Company; or a change in the Reporter's status with respect to control of the Nonbanking Company. A direct holder's ownership percentage of a class of voting securities may change due to acquisition of additional shares, sale or transfer of some of the direct holder's shares, stock redemption, nonparticipation in a share issuance by the reportable Nonbanking Company, or other causes. To report, check the event type box next to "Change in Ownership," report the date of the event in Item 1.b, the Nonbanking Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section.

In addition, in the Ownership Section complete Items 10, 11, 12, 13, and, 14 as appropriate, to reflect the Change in Ownership.

Liquidation: Liquidation of a Nonbanking Company in which a direct holder previously had reported an interest. For purposes of the FR Y-10, liquidation refers to final distribution of assets, satisfaction of liabilities, and closing of capital accounts of a company, as opposed to sale or transfer of the company. Liquidation may result from voluntary dissolution or bankruptcy, and the liquidation process typically ends with termination of the company's legal existence. To report, check the event type boxes next to "No Longer Reportable" and "Liquidation," report the date of the event in Item 1.b, the Nonbanking Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section.

Note: A Reporter need not file a FR Y-10 if liquidating a company previously reported as "Became Inactive."

Change in Characteristics: Change of a Nonbanking Company's legal name or address or any other change to information previously reported on the Characteristics Section of this schedule. To report, check the event type box next to "Change in Characteristics" and report the date of the event in Item 1.b. In addition, to report a name change, complete Items 2.a and 2.b and for relocation, complete Items 3.a and 3.b. For any other change to this section, report the Nonbanking Company's legal name in Item 2.a and location in Item 3.a of the Characteristics Section, and report updated information for the appropriate items in the section.

Change in Activity or Legal Authority: Change in a Nonbanking Company's previously reported primary or secondary activity, commencement of a secondary activity, termination of a previously reported activity, or change in the legal authority under which a previously reported activity is conducted. To report, check the event type box next to "Change in Activity or Legal Authority," report the date of the event in Item 1.b, the Nonbanking Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section. In addition, in the Activity and Legal Authority Section, report only the updated information.

No Longer Reportable: Any transaction that renders a Reporter's interest in a Nonbanking Company no longer reportable. In general, once a Reporter acquires control of a Nonbanking Company, the Reporter's interests in the Nonbanking Company remain reportable so long as the Nonbanking Company is actively engaged in business and the Reporter controls the Nonbanking Company (*apply*

the definition of control in the Glossary). To report, check the event type box next to "No Longer Reportable." In addition, check the event type box corresponding to the event type that rendered the interest no longer reportable and follow the instructions for reporting that event type. Event types that will render an interest no longer reportable include "External Transfer," "Liquidation," and "Became Inactive." Event types that may render an interest no longer reportable include "Change in Ownership," and "Change in Activity or Legal Authority."

Note: If reporting a company, which has subsidiaries, as "No Longer Reportable," please report the disposition of each subsidiary. Typically the disposition of a company's interest in a subsidiary may be reported as an "External Transfer," "Internal Transfer," "Liquidation," or "Became Inactive," as appropriate.

Became Inactive: Cessation of business activity by a company in which a direct holder previously had reported an interest. To report, check the event type boxes next to "No Longer Reportable" and "Became Inactive," report the date of the event in Item 1.b, the Nonbanking Company's legal name in Item 2.a, and the location in Item 3.a of the Characteristics Section. If a Nonbanking Company that is inactive subsequently becomes active and was not previously reported by the Reporter, report as a "De Novo Formation." However, if the Reporter had previously reported an interest in the Nonbanking Company and it subsequently became inactive and then it was reactivated, report the event as a "Change in Activity or Legal Authority."

Became Reportable: Any transaction that renders reportable a Reporter's interest in a Nonbanking Company that is already a going concern, but does not involve the Reporter's initial acquisition of an interest in, or formation of, that Nonbanking Company. To report, check the event type box next to "Became Reportable," report the date of the event in Item 1.b, and complete all sections of the schedule.

Other: If none of the listed event types adequately describes the reportable event, check the box next to "If other, please describe," and provide a text description in the space provided.

Item 1.b — Date of Event

Provide the date on which the reportable event took legal effect as follows:

- Acquisition of a Going Concern or full or partial sale or transfer: the date of consummation of the transaction, sometimes alternatively described as the date of closing;

- De Novo Formation: the date on which the new Nonbanking Company opened for business;
- Liquidation: the date on which the Nonbanking Company ceased engaging in business;
- Became Inactive: the date on which the Nonbanking Company ceased engaging in business;
- Change in Characteristics: the date on which the name change, relocation, or other change became legally effective;
- Change in Activity: the date on which a Nonbanking Company commenced a new activity or terminated a previously reported activity; or
- Change in Legal Authority: the date on which the activity is conducted under a new legal authority.
- Became Reportable: the date on which the Nonbanking Company became reportable.

Characteristics Section

Item 2.a — Legal Name of Nonbanking Company
Provide the Nonbanking Company's current full legal name.

Item 2.b — If Name Change or Correction, Prior Legal Name of Nonbanking Company

In the event of a name change or correction, provide the Nonbanking Company's previously reported legal name.

Item 3.a — City and County; State/Province, Country and Zip/Postal Code

Provide the current city, county, state/province, country, and zip/postal code for the head office of the Nonbanking Company. Report the nine-digit zip code, if available.

Item 3.b — If Relocation or Correction, Prior City and County, State/Province, Country, and Zip/Postal Code

In the event of a relocation or correction, provide the prior city, county, state/province, country, and zip/postal code for the head office of the Nonbanking Company. Report the nine-digit zip code, if available.

Item 4 — If the Nonbanking Company is a Functionally Regulated Subsidiary, indicate its functional regulator

Check the box to indicate the regulator(s) of the Nonbanking Company, if the Nonbanking Company is not an insured depository institution but is regulated by one of the functional regulators listed below. If the Nonbanking Company is not regulated by one of the functional regulators listed below, check the box next to "Not Applicable."

- Not applicable;
- The Securities and Exchange Commission (SEC) and the Commodities Futures Trading Commission (CFTC); or
- The Securities and Exchange Commission (SEC) only; or
- The Commodities Futures Trading Commission (CFTC) only; or
- A state securities department; or
- A state insurance regulator.

Item 5 – Is the Nonbanking Company a Financial Subsidiary of an Insured Depository Institution?

Check the applicable box to indicate whether or not the Nonbanking Company is a financial subsidiary. A financial subsidiary is a subsidiary of an insured depository institution that, as authorized under 12 U.S.C. §§ 24a, 335, or 1831w, engages in activities not permissible for the insured depository institution itself.

Item 6 – SEC Reporting Status

Check the box corresponding to the Nonbanking Company's current SEC reporting status:

Not Applicable-

This box should be checked if the Nonbanking Company is not subject to any of the other check box selections described for this item. For example: A De Novo bank that is not subject to sections 13(a) or 15(d) of the Securities Exchange Act of 1934.

• **Subject to 13(a) or 15(d) of Securities Exchange Act of 1934 and Section 404 of SOX Act-**

This box should be checked if the Nonbanking Company meets the requirements to file annual and other periodic reports pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934 and is also subject to Section 404 of the Sarbanes-Oxley Act of 2002, regardless if the Nonbanking Company has a delay in reporting under Section 404 of the Sarbanes-Oxley Act of 2002.

Note: Pursuant to section 12(i) of the Securities Exchange Act of 1934, the Federal Reserve has delegated authority to act on behalf of the Securities and Exchange Commission to collect reports from nonbank subsidiaries of state member banks. Therefore, nonbank subsidiaries of state member banks should apply the same SEC reporting requirements pursuant to section 13(a) and 15(d) of the Securities Exchange Act of 1934 and should check this box if such periodic SEC reports are filed to the Board of Governors instead of the Securities and Exchange Commission.

- **Subject to 13(a) or 15(d) of Securities Exchange Act of 1934, but not Section 404 of SOX Act-**

This box should be checked if the Nonbanking Company is required to file annual and other periodic reports pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934 and **not** subject to the Sarbanes-Oxley Act of 2002. Do not check this box if the Nonbanking Company has a delay in reporting under Section 404 of the Sarbanes-Oxley Act of 2002.

- **Terminated or Suspended reporting requirements under 13(a) or 15(d) of the Securities Exchange Act of 1934 -**

This box should be checked if the Nonbanking Company has terminated or suspended duties to file periodic reports under section 13(a) or 15(d) of the Securities Exchange Act of 1934 for reasons specified by the SEC regulations.

Item 7 – CUSIP Number:

The Reporter must report the most recently assigned and currently active six-digit CUSIP number for the Reporter's largest subsidiary Nonbanking Company in the U.S with an active CUSIP number. A CUSIP number identifies most securities, including (1) stocks and debt of all SEC-registered U.S. companies and (2) U.S. government and municipal bonds. The number consists of nine characters (a combination of letters and numbers) in which the first six digits uniquely identify an issuer. The first six digits (leading six digits) should be reported in the boxes on Item 7.

The six-digit CUSIP number may change, for example when:

- The last three digits of the nine-digit CUSIP number are not sufficient to accommodate all outstanding

issues (greater than 999) and an additional issuer (six-digit) CUSIP number is assigned; or

- Changes occur to the corporate name, whether or not associated with a merger or reorganization; or
- Reverse stock splits of corporate shares occur.

Note: A change in the CUSIP number is a reportable event on the FR Y-10 as a "Change in Characteristics."

The largest subsidiary Nonbanking Company in the U.S. with an active CUSIP number is determined by dividing the total assets of each U.S. subsidiary Nonbanking Company with an active CUSIP number by the consolidated assets of the Reporter as of the most recent December 31 and ranking the percentages from the highest to lowest (with the resulting entity with the highest percentage value.). If available, please use total assets reported on Federal Reserve or FFIEC regulatory reports.

The largest U.S. subsidiary Nonbanking Company with an active CUSIP number must be assessed only once a year as of December 31. Thus any changes to the CUSIP numbers for this subsidiary that occur during the year should be reported within thirty days. If there is a change as to which company is the largest U.S. subsidiary Nonbanking Company with an active CUSIP number (when reviewing the most recent December 31 financial data), begin reporting information on the new subsidiary starting January 30 the following year.

Exclusions:

- Do not report any CUSIP numbers associated with entities that are nonsurvivors of mergers. In the event of a merger, the nonsurvivor's debt-related CUSIP numbers will remain in use until outstanding debt is paid off since the entity will still service the debt. However, no new issues will be made under the nonsurvivor's CUSIP number. New debt instruments will be issued under the survivor's CUSIP number. The nonsurvivor's equity-related CUSIP numbers will be retired.
- Do not report CUSIP numbers associated with securitization vehicles and issuers of trust preferred securities.
- Do not report any CUSIP numbers associated with money market instruments¹⁵ such as certificates of deposit, medium-term notes¹⁶, and commercial

¹⁵ However, subordinated issues should be included

¹⁶ Medium term notes are a type of money market instrument with an average maturity of 4 to 6 years.

paper. Do not report historical information on CUSIP numbers that existed prior to, but not on, December 31, 2005.

Item 8 — Nonbanking Company Type

Provide the Nonbanking Company type from the list below. The type selected should be based upon the legal documents issued by the chartering or licensing authority or other documents of formation. Note that a reportable change in nonbank company entity type is likely to be associated with a change in activity.

Nonbanking Company Types:

Industrial bank, industrial loan company

or Morris Plan bank

Limited charter bank

Savings and loan association

Federal savings bank

Cooperative bank

Banking Edge or agreement corporation

Depository trust company

Investment Edge or agreement corporation

Foreign bank other than a FBO

Securities underwriter

Securities broker or dealer

Insurance underwriter

Insurance broker or agent

Nondepository trust company

Other holding company

Other company If "Other company," describe business activity¹⁷

Item 9 – Business Organization Type

Check the appropriate box to indicate the legal business organization type of the Nonbanking Company. If none of the listed descriptions adequately describes the organization type, check the box for "If other, please describe" and provide a text description.

Ownership Section

Item 10 — Direct Holder's Name and Location

Provide the legal name, city, state/province, and country of the direct holder. If the Reporter holds the interest through more than one direct holder, complete a separate Nonbanking Schedule for each direct holder. Leave this item blank on any Nonbanking Schedule filed by a Reporter about itself or for event type "External Transfer."

Item 11.a —Percentage of a Class of Voting Shares

If the Reporter in the aggregate controls 25 percent or more of a class of the Nonbanking Company's voting

shares, check the appropriate box for the percentage of such class controlled by the direct holder. If the Reporter in the aggregate controls 25 percent or more of more than one class of the Nonbanking Company's voting shares, check the box corresponding to the direct holder's percentage for the class in which the Reporter controls the highest percentage. If needed, see the instructions on page. Nonbanking-2 (and accompanying footnote) of these instructions for further information on multiple classes of voting shares and multiple direct holders.

Determine the appropriate box to check by rounding the actual percentage down to the nearest whole percentage. For example, a percentage of 79.85 should be rounded down to 79 and reported by checking the box next to ">50% to <80%".

Note: There are two exceptions to this rounding rule: when the percentage is greater than 50 but less than 51, report the percentage as 51 by checking the box next to ">50% to <80%"; and if the percentage is greater than 0 but less than 1, report the percentage by checking the box next to "<25% but 25% or more in the aggregate or otherwise controlled elsewhere within the organization".

In general, a direct holder is considered to control all shares that it has the power to vote, but not shares held in a fiduciary capacity. However, shares held by the direct holder as fiduciary are deemed controlled by the direct holder if the shares are held for the benefit of employees, shareholders, members, or affiliates of the Reporter or any subsidiary of the Reporter. In addition, a security that is convertible into a voting security at a holder's option is deemed to be shares of the class into which the security is convertible.

Interests in Partnerships or Limited Liability Companies: Report general partner interests in limited partnerships or managing member interests in limited liability companies, and partner interests in general partnerships and limited liability partnerships, by checking the box next to "<25% but 25% or more in the aggregate or otherwise controlled elsewhere within the organization" in Item 11.a, and completing Item 11.b Report limited partner interests in limited partnerships and limited liability limited partnerships, as well as nonmanaging member interests in limited liability companies, by completing Item 11.b but not Item 11.a.

¹⁷ Companies formed to issue trust preferred securities typically are reported as "Other company".

Item 11.b — Other Interest

Only if the Reporter has left Item 11.a blank (except as described above for certain interests in partnerships and limited liability companies), check the box next to “Yes” to indicate whether the direct holder has an ownership interest, other than voting shares, in the Nonbanking Company. Such an interest may include nonvoting shares, exercise of control over the management of the Nonbanking Company through a management agreement, or the direct holder's election of one or more directors of the Nonbanking Company. Otherwise, check the box next to “No.”

Item 12 — Control by Direct Holder

Check the appropriate box to indicate whether the direct holder controls the Nonbanking Company. To determine if the direct holder controls the Nonbanking Company, apply the standard found in the definition of “control” in the Glossary.

Item 13 — Regulation K, Subpart A Investment

Complete this item only if the interest in the Nonbanking Company is held under authority of Subpart A of Regulation K (12 CFR section 211.1 et seq.). This item is intended to indicate the **character** of the investment under subpart A of Regulation K. For interests held under Subpart A of Regulation K, check the box that best describes the Reporter's aggregate investment in the Nonbanking Company.

The FR Y-10 relies on the Regulation Y standard of control, found in the definition of control found in the Glossary, for determining the **reportability** of investments in Nonbanking Companies, regardless of the authority¹⁸ (e.g., Regulation K or Y) under which those investments were made. The control standard applicable under Subpart A of Regulation K differs in some respects from the Regulation Y control standard. The Reporter should follow the “control” standard set forth in the Glossary in determining the **reportability** of investments made under subpart A of Regulation K. The Reporter should refer to the Regulation K definitions of “subsidiary” (12 CFR section 211.2(w)), “joint venture” (12 CFR section 211.2(p)), and “portfolio investment” (see 12 CFR sections 211.2(u)

¹⁸ Those investments that are made under authority of Subpart A of Regulation K that are not reportable on the FR Y-10 are subject to the internal record-keeping requirements described in SR 02-2, and may be reportable on the FR Y-6 or Y-7 in accordance with the specific instructions to that reporting form.

and 211.8(c)(3)(i)) for purposes of characterizing the nature of the investment under Regulation K and responding to this report item.

Under Regulation K:

- A Nonbanking Company is a *subsidiary* of a Reporter for purposes of Item 13 if the Reporter directly or indirectly holds more than 50 percent of the Nonbanking Company's voting shares, or the Nonbanking Company is otherwise controlled or capable of being controlled by the Reporter or an affiliate under any authority. Among other circumstances, an investor is considered to control an organization if: the Reporter or an affiliate is a general partner of the Nonbanking Company; or the Reporter and its affiliates directly or indirectly own or control more than 50 percent of the equity of the Nonbanking Company. See 12 CFR 211.2(w).
- An investment in a Nonbanking Company is a *joint venture* of a Reporter for purposes of Item 13 if the Nonbanking Company is not a subsidiary of the Reporter (as defined immediately above), but the Reporter or an affiliate directly or indirectly holds 20 percent or more of the Nonbanking Company's voting shares under any authority. See 12 CFR 211.2(p).
- An investment in a Nonbanking Company is a *portfolio investment* of a Reporter for purposes of Item 13 if the total direct and indirect investments by the Reporter and its affiliates in the Nonbanking Company, when combined with all other shares in the Nonbanking Company held under any authority, do not exceed: 40 percent of the total equity of the organization; or 19.9 percent of the Nonbanking Company's voting shares. See 12 CFR 211.8(c)(3)(i); See also 12 CFR 211.2(u).

Item 14 – Former Direct Holder's Name and Location

Provide the name and location of the former direct holder if Event Type reported in Item 1.a is an External or Internal Transfer.

Activity and Legal Authority Section**Item 15.a – Primary Activity**

Report the activity that generated the largest percentage of the Nonbanking Company's gross revenue during the Nonbanking Company's most

recently completed fiscal year. For a Nonbanking Company that has been in operation for less than one year, report the activity that the Reporter expects will generate the largest percentage of the Nonbanking Company's gross revenue during the company's first fiscal year.

Item 15.b – Secondary Activity

Report the activity that generated the second largest percentage of the company's gross revenue as of the company's most recent fiscal year. For a Nonbanking Company that has been in operation for less than one year, report the activity that the Reporter expects will generate the second largest percentage of the Nonbanking Company's gross revenue during the Company's first fiscal year. Do not report more than one secondary activity. If the Nonbanking Company does not engage in any activity other than its primary activity, leave this item blank.

Item 15.c – Termination of Activity

Report the termination of any previously reported primary or secondary activity.

FRS Legal Authority Code

Consult Appendix A of these instructions and choose the appropriate FRS legal authority code under which this activity is being conducted.

NAICS Activity Code

Consult Appendix B (*North American Industry Classification System (NAICS) Activity Codes*) for commonly reported activities and select the code that best describes the activity being reported. If an appropriate code is not listed in Appendix B, select a five or six-digit NAICS code from the U.S. Census Bureau's website

<http://www.census.gov/epcd/www/naics.html>

Description of Activity

Provide a text description of an activity only if unable to identify a five or six-digit NAICS code corresponding to the activity.

Specific Instructions for the Merger Schedule (FR Y-10)

What to Report

Use this schedule to report a merger of a Banking or Nonbanking Company with a Reporter or with a company in which the Reporter has a previously reported interest, if after the merger the Reporter has a reportable interest in the surviving company. If correcting information previously reported on this schedule, check the box provided for that purpose at the top of the schedule.

Determine the surviving company based upon considerations such as the source of the management of the merged company and the relative asset size of each company involved in the merger, irrespective of the source of the surviving charter. If the merger involves more than one nonsurviving company, file a separate schedule for each nonsurvivor.

Note: Do not report the following situations on a Merger Schedule:

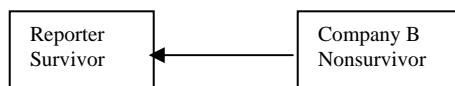
1. The disposition of banking or nonbanking subsidiaries of merged (nonsurviving) entities. Complete other FR Y-10 schedules, as appropriate, for these reportable business events.
2. Banking or nonbanking companies that, as a result of a merger, become non-reportable. Changes to the status of these entities should be reported on the appropriate Banking or Nonbanking Schedule.
3. New or Closed Branches. Complete the appropriate branch schedule to report either of these business events.

Reportable Events

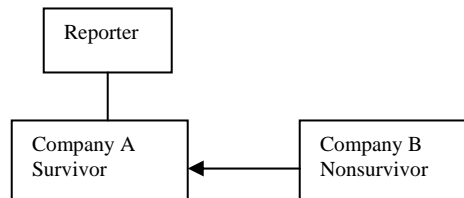
The following are event types reported on this schedule.

Merger Involving the Acquisition of a Company, with Reporter or Reporter Subsidiary as Survivor: In the following examples, Company B is not affiliated with the Reporter before the merger.

Company B merges with and into the Reporter, with the Reporter as the surviving company:

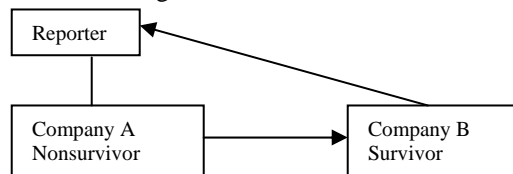


Company B merges with and into Company A, with Company A as the surviving company:



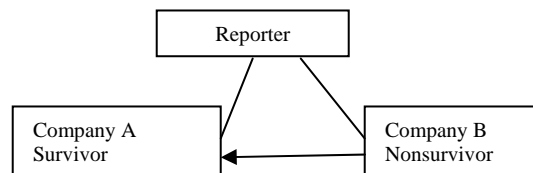
To report these types of events, complete the Merger Schedule.

Merger Involving the Acquisition of a Company, with the Company as Survivor: In the following example, Company B is not affiliated with the Reporter prior to the merger. Company A merges into Company B, with Company B as the survivor, and the Reporter acquires a reportable interest in Company B as a result of the merger.



To report this type of event, complete the Merger Schedule. In addition, complete a Banking Schedule or Nonbanking Schedule, as appropriate, for the surviving company, according to instructions for "Acquisition of a Going Concern."

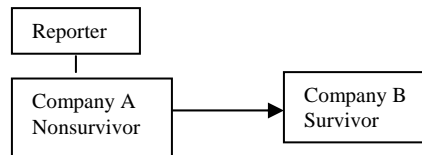
Internal Merger: In the following example, the Reporter has previously reported interests in both Company A and Company B. Company B merges into Company A, with Company A as the surviving company.



To report this type of event, complete the Merger Schedule.

Non-reportable Events*Mergers Involving an External Transfer:*

In the following example, Company B is unaffiliated with the Reporter both before and after the merger. Company A merges with Company B, with Company B as the surviving company.



Do not report this type of merger on this schedule. Instead, report on the Banking Schedule or Nonbanking Schedule, as appropriate for the company being transferred (Company A in this case), following the instructions for "External Transfer."

Note: If a bank is the only subsidiary held by a BHC, and the subsidiary bank merges, one of the following events should be reported: No longer reportable, the BHC liquidated, the BHC was merged, or the BHC was acquired as a lower tier BHC.

Check box if correction: Check this box to indicate that previously reported information was filed incorrectly and has been corrected with the information provided.

Item 1 — First Full Calendar Date the Nonsurvivor No Longer Exists

All information provided for a particular transaction date or effective date should reflect the structure of the organization on the first full calendar date the nonsurvivor no longer exists.

Item 2 — Survivor

Provide the surviving company's current legal name and the location of the company's head office.

Item 3 – Nonsurvivor

Provide the nonsurviving company's legal name and the location of the company's head office.

Item 4 – Did the head office of the nonsurvivor become a branch of the survivor?

Only for a merger involving an insured depository institution organized under U.S. law, check the appropriate box to indicate whether the head office of the nonsurviving company became a branch of the surviving company.

Specific Instructions for the 4(k) Schedule (FR Y-10)

What to Report

Use this schedule to fulfill legal obligations of FHCs under Section 4(k) of the Bank Holding Company Act to notify the Federal Reserve System within 30 days of acquiring a controlling interest in a going concern or a de novo company, or making certain large merchant banking or insurance company investments. To determine if a FHC controls a Nonbanking Company, apply the standard for control found in the "Glossary" section of these instructions.

Note: In some instances a Reporter must complete a Nonbanking Schedule in addition to completing this schedule.

Reportable Events

The following event types are reportable on this schedule.

New Activity Commenced Directly by a FHC or through an Existing Subsidiary: Commencement under Section 4(k) by a FHC, whether directly or indirectly through an existing subsidiary (or subsidiaries), of an activity not previously engaged in directly or indirectly by the FHC. If a new activity is commenced through more than one subsidiary on the same date, only one 4(k) Schedule is required. If more than three new activities are commenced, complete additional schedules as needed. In Item 1.a check the box next to "New Activity Commenced Directly by a FHC or through an Existing Subsidiary." Report the date of the event in Item 1.b. In Item 2.a check the box next to the appropriate FRS legal authority code, provide the five or six-digit NAICS activity code, and provide a description of the activity only if unable to identify a five or six-digit NAICS code corresponding to the new activity. Report additional new activities in Items 2.b and 2.c if applicable. *Note: If commencement of the new activity results in a change to the primary or secondary activity of the FHC or any of its subsidiaries, also report as a "Change in Activity or Legal Authority" on the Banking Schedule or Nonbanking Schedules, as appropriate, with respect to the relevant FHC or FHC subsidiary.*

New Activity Commenced Through Acquisition of a Going Concern: A FHC's acquisition of control of a Nonbanking Company (or companies) pursuant to Section 4(k) that also results in the FHC conducting an activity not previously engaged in directly or indirectly by the FHC. To determine if a FHC controls a Nonbanking Company, apply the standard for control found in the "Glossary" section of these instructions. If a new activity is commenced through the acquisition of more than one company on the same date, only one 4(k) Schedule is required. If more than three new activities are commenced, complete additional schedules as needed. In Item 1.a check the box next to "New Activity Commenced Through Acquisition of a Going Concern." Report the date of the event in Item 1.b. In Item 2.a check the box next to the appropriate FRS legal authority code, provide the NAICS activity code, and provide a description of the activity only if unable to identify a five or six-digit NAICS code corresponding to the new activity. Report additional new activities in Items 2.b and 2.c if applicable. **In addition, complete a Nonbanking Schedule(s) for the "Acquisition of a Going Concern."**

New Activity Commenced Through a De Novo Formation: Conducting an activity under Section 4(k) through a de novo company (or companies) that was not previously engaged in directly or indirectly by the FHC. To determine if a FHC controls a Nonbanking Company, apply the standard for control found in the "Glossary" section of these instructions. If a new activity is commenced through the formation of more than one company on the same date, only one 4(k) Schedule is required. If more than three new activities are commenced, complete additional schedules as needed. In Item 1.a check the box next to "New Activity Commenced Through a De Novo Formation." Report the date of the event in Item 1.b. In Item 2.a check the box next to the appropriate FRS legal authority code, provide the NAICS five or six-digit activity code, and provide a description of the activity only if unable to identify a five or six-digit NAICS code corresponding to the new activity. Report additional new activities in Items 2.b and 2.c if applicable. **In addition, complete a Nonbanking Schedule(s) for the "De Novo Formation."**

*Acquisition of a Going Concern **without** a New Activity:* A FHC's acquisition of control of a Nonbanking Company (or companies) pursuant to Section 4(k), and the Nonbanking Company (or companies) engages only in activities in which the FHC has previously engaged directly or indirectly. To determine if a FHC controls a Nonbanking Company, apply the standard for control found in the "Glossary" section of these instructions. If activities are conducted by more than one company acquired on the same date, only one 4(k) Schedule is required. In Item 1.a check the box next to "Acquisition of Going Concern without a New Activity." Report the date of the event in Item 1.b. Do not complete Items 2.a, 2.b, or 2.c. **In addition, complete a Nonbanking Schedule(s) for the "Acquisition of a Going Concern."**

De Novo Formation without a New Activity: Conducting an activity under Section 4(k) through a de novo company (or companies) and the new company (or companies) engages only in activities in which the FHC has previously conducted, directly or indirectly. To determine if a FHC controls a Nonbanking Company, apply the standard for control found in the "Glossary" section of these instructions. If an activity is conducted by more than one company formed on the same date, only one 4(k) Schedule is required. In Item 1.a, check the box next to "De Novo Formation without a New Activity." Report the date of the event in Item 1.b. Do not complete Items 2.a, 2.b, or 2.c. In addition, complete a Nonbanking Schedule(s) for the "De Novo Formation."

Previously Reported Activity Commenced through an Existing Company is not reportable on the 4(k) Schedule: A FHC that has filed notice on the 4(k) Schedule that it is engaging in a particular activity pursuant to Section 4(k) may subsequently engage in that activity directly, or indirectly through other existing subsidiaries, as authorized under Section 4(k), without filing an additional post-transaction notice on this schedule. *Note: If commencement of the previously reported activity results in a change to the primary or secondary activity of the FHC or any of its subsidiaries, also report as a "Change in Activity or Legal Authority" on the Banking Schedule or Nonbanking Schedule, as appropriate, with respect to the relevant FHC or FHC subsidiary.*

Large Merchant Banking Investments or Insurance Company Investments as a New Activity: Commencement of large merchant banking activities by a FHC that has not previously engaged directly or indirectly in merchant banking activities, or commencement of insurance company investment activities by a FHC that has not previously engaged directly or indirectly in insurance company investment activities. This may be a "New Activity Commenced directly or indirectly through an Existing Subsidiary," or a "New Activity Commenced Through Acquisition of a Going Concern," or a "New Activity Commenced Through a De Novo Formation," and should be reported according to the instructions above for the appropriate event type.

Large Merchant Banking Investments or Insurance Company Investments: A large merchant banking investment or insurance company investment by a FHC if the FHC directly or indirectly acquires more than 5 percent of a Nonbanking Company's voting shares or assets or total equity and the cost to the FHC exceeds \$200 million or 5 percent of the FHC's tier 1 capital, whichever is less. To report, complete the Items 1 through 5 of the Large Merchant Banking or Insurance Company Investments Section. Companies held directly or indirectly by Small Business Investment Companies (SBICs) are not required to be reported on the FR Y-10. However, if a BHC or a FBO that is a FHC engaged in merchant banking activities holds shares in the same merchant banking investment through a merchant banking subsidiary as well as through a SBIC, the entire investment is treated as the large merchant banking investment, and is subject to the reporting criteria. *Note: Large merchant banking and insurance company investments are exempt from reportability on the Banking and Nonbanking Schedules. Only the initial transaction should be reported on this schedule when the company meets the reporting criteria for the first time. Subsequent changes to or divestiture of a large merchant banking or insurance company investment are not reportable.*

Check box if correction: Check this box at the top of the 4(k) Schedule to indicate that previously reported information was filed incorrectly and has been corrected with the information provided.

Post-Transaction Notice Section

Item 1.a – Event Type (check one only)

Check the box that best describes the event type being reported:

- New Activity Commenced Directly by a FHC or Through an Existing Subsidiary;
- New Activity Commenced Through Acquisition of a Going Concern;
- New Activity Commenced Through a De Novo Formation;
- Acquisition of Going Concern without a New Activity; or
- De Novo Formation without a New Activity.

Item 1.b – Date of Event

Provide the date on which the reportable event legally took effect:

- For a New Activity Commenced Directly by a FHC or Through an Existing Subsidiary, report the date the activity commenced;
- For an Acquisition of a Going Concern, report the date of consummation of the acquisition; or
- For a Formation of a New Company, report the date on which the new company opened for business.

Item 2 – New Activities Commenced

FRS Legal Authority Code (check one)

Check the box next to the legal authority code under which the new activity is conducted. Consult Appendix A of these instructions and choose the appropriate FRS legal authority code under which this activity is being conducted.

NAICS Activity Codes

Consult Appendix B (North American Industry Classification System (NAICS) Activity Codes) for commonly reported activities and select a five or six-digit code that best describes the activity being reported. If an appropriate code is not listed in Appendix B, select a five or six-digit NAICS code from the Census Bureau website (provided below):

<http://www.census.gov/epcd/www/naics.html>.

Description of Activity

Provide a text description of an activity only if unable to identify a five or six-digit NAICS code corresponding to the activity.

Large Merchant Banking or Insurance Company Investments Section

A large merchant banking investment or insurance company investment by a FHC is reportable if the FHC directly or indirectly acquires more than 5 percent of a Nonbanking Company's voting shares or total equity or assets and the cost to the FHC exceeds 1) \$200 million; or 2) 5 percent of the FHC's tier 1 capital, whichever is less.

Item 1 – Date of Event

Provide the date of consummation of the investment transaction.

Item 2 – Direct Holder's Name and Location

Provide the legal name, city and county, state/province, and country of the head office of the direct holder of the Reporter's large merchant banking or insurance company investment in the Nonbanking Company. If the Reporter holds the investment through more than one direct holder, complete a separate 4(k) Schedule for each direct holder.

Item 3 – Nonbanking Company's Name and Location

Provide the legal name, city and county, state/province, and country of the Nonbanking Company in which the large merchant banking or insurance company investment has been made.

Item 4 – Direct Holder's Investment in Nonbanking Company

Report the percentage amount of voting securities, percentage of total equity, or percentage of assets, as applicable, to represent the direct holder's investment in the Nonbanking Company. Report the percentage rounded down to the nearest whole percentage. For example, a percentage of 61.75 should be reported as 61. Note: There are two exceptions to this rounding rule: when the percentage is greater than 50 but less than 51, report the percentage as 51; or if the percentage is greater than 0 but less than 1, report the percentage as 1.

Item 5 – Initial Aggregate Cost of Investment to the FHC (in millions of U.S. dollars)

Report the initial aggregate cost of the FHC's investment, in millions of U.S. dollars, rounded down to the nearest million. Changes to or divestiture of the investment are not reportable events.

Specific Instructions for Branch, Agency, and Representative Office of Foreign Banking Organizations (FBOs) Schedule

What to Report

Use this schedule to report the following changes in organizational structure:

- The initial opening of U.S. branches, agencies, and representative offices, including managed non-U.S. branches of FBOs;
- The initial licensing of a U.S. branch or agency that is required to file the FFIEC 002 report and has not yet opened for business;
- Changes to the location or other reportable characteristics of the entities listed above; or
- Closing and surrender of licenses of a reportable entity.

The date reported for the opening of an office should reflect the actual opening date. For purposes of this schedule, the actual opening date occurs when the first accounting entry is made. For offices newly acquired by the reporting head office through a merger or acquisition, report the opening date as the date the office was acquired.

Include any entity that, although inactive, continues to retain its license.

Check box if correction: Check this box to indicate that previously reported information is incorrect and should be corrected with the information provided.

Item 1.a – Event Type (check one only)

Check the box that best describes the event type being reported:

- Opening;
- License Issued;
- Relocation;
- Change in Office Type;
- Became Inactive;
- License Surrendered;
- Commenced Activities Through Managed Non-U.S. Branch
- Ceased Activities Through Managed Non-U.S. Branch; or
- If Other, please describe event type.

Item 1.b – Date of Event

Provide the date on which the reportable event took legal effect.

Item 2 – Office Type (including Managed Non-U.S. Branches)

Check the box that best describes the office type being reported:

- Branch;
- Agency; or
- Representative Office

Item 3 – Popular Name

Provide the popular name of the office being reported.

Item 4.a – Current Address

Provide the current street address, city, county (if applicable), state, country, and zip/postal code for the office. The location reported should be the physical location of the office which is not necessarily its legal location. Do not use a post office box as the street address. Report the nine-digit zip code, if available.

Item 4.b – Previous Address (if changes have occurred)

In the event of relocation or correction, provide the prior street address, city and county (if applicable), state, country, and zip/postal code of the office. Do not use a post office box as the street address. Report the nine-digit zip code, if available.

Item 5 - Head Office Legal Name and Location

Provide the legal name of the head office and its current location: city, province, country, and zip/postal code.

Specific Instructions for Foreign Branches of U.S. Banking Organizations Schedule

What to Report

Use this schedule to report the following changes in organizational structure:

- The initial opening of foreign¹⁹ branches of U.S. banking organizations and of banks located in the U.S. territories. This includes branches of
 - member banks;
 - Edge or agreement corporations; or
 - bank holding companies
 It also includes branches of foreign subsidiaries of the above if located in a different foreign country than the foreign subsidiary;
- Changes to the location or other reportable characteristics of the entities listed above; or
- Closing and surrender of licenses of a reportable entity.

The date reported for the opening of an office should reflect the actual opening date. For purposes of this schedule, the actual opening date occurs when the first accounting entry is made. For offices newly acquired by the reporting head office through a merger or acquisition, report the opening date as the date the office was acquired.

Include any entity that, although inactive, continues to retain its license. Note: For purposes of this schedule, an inactive foreign branch is reportable until it surrenders its banking license.

Check box if correction: Check this box to indicate that previously reported information is incorrect and should be corrected with the information provided.

Item 1.a – Event Type (check one only)

Check the box that best describes the event type being reported:

- Opening;
- Closure;
- Relocation; or
- If Other, please describe event type.

Item 1.b – Date of Event

Provide the date on which the reportable event took legal effect.

Item 2 – Office Type

Check the box that best describes the office type being reported:

- Full-Service Branch;
- Shell Branch; or
- Other (i.e., foreign office of a U.S. nonbank entity or a foreign subsidiary)

Item 3 – Date of Board Consent or Prior Notification (if applicable)

Provide the date of the Board consent or prior notification to establish this branch. Please note that this item is only applicable when reporting the opening of a foreign branch.

Item 4 – Popular Name

Provide the popular name of the office being reported.

Item 5.a – Current Address

Provide the current street address, city, province, country, and zip/postal code for the office. The location reported should be the physical location of the office which is not necessarily its legal location. Do not use a post office box as the street address.

Item 5.b – Previous Address (if changes have occurred)

In the event of relocation or correction, provide the prior street address, city, province, country, and zip/postal code of the office.

Item 6 - Head Office Legal Name and Location

Provide the legal name of the head office and its current location: city, state, country, and zip/postal code.

¹⁹ Foreign or foreign country refers to one or more foreign nations, and includes the overseas territories, dependencies, and insular possessions of those nations and of the United States and the Commonwealth of Puerto Rico. (Section 211.2(i) of Regulation K.) With respect to territorial banks, report on this schedule information about branches located outside the country of the head office.

Specific Instructions for the Domestic Branch Schedule

What to Report

Use this schedule to report the following information for: 1) domestic branches and offices (hereafter referred to as branches) of any domestic *depository institution* (including thrifts and banking Edge and agreement corporations) that is a subsidiary, directly or indirectly, of a top-tier bank holding company (BHC)²⁰, or 2) domestic branches of a state member bank or a banking Edge/agreement corporation that is not affiliated with a BHC:

- Initial opening of a branch;
- Acquisition of branches through a merger or absorption, or through a purchase and assumption;
- Sale of branches to another depository institution;
- Changes to the name, service type, location, or other reportable characteristics of a branch;
- Closure of a branch;
- Deletion of erroneously reported branch/office; or
- Changes to previously reported information.

For purposes of this schedule, a domestic branch is defined as: 1) a branch located in the fifty states of the United States, which is a branch of a U.S. depository institution; or 2) a branch located in the U.S. territories, which is located in the same territory as their head office depository institution.

Note: A branch does not include stand-alone automated teller machines (ATM), Contractual offices, Customer Bank Communications Terminals (CBCT) and Electronic Fund Transfer Units (EFTU).

The date reported for the opening of a branch should reflect the actual opening date. For branches newly acquired by the reporting head office through a merger or acquisition, report the date the event occurred.

A Reporter may choose to separately provide an attachment listing each of the branches acquired in a merger or absorption. Reporters that choose to use an attachment to report the acquisition of branches through a merger or absorption (as reported on the Merger Schedule) must contact the appropriate Federal Reserve Bank.

²⁰ This schedule should not be submitted for U.S. chartered depository institutions owned *directly* by a FBO.

When to Report

Information must be received at the appropriate Federal Reserve Bank within 30 calendar days of the occurrence of a reportable event. Reporters may choose to file all reportable events occurring in a month at one time (for example, at month-end) as long as each reportable event is received within 30 calendar days of its occurrence.

Transactions Occurring Between January 1, 2007 and June 30, 2007

Beginning with the December 31, 2006, report date, BHCs are required to provide the Federal Reserve with a list of domestic branches for each depository institution within its organization in the FR Y-6 report (Item 2.b). To ensure the records of the Federal Reserve are up-to-date for the period of time between the initial collection of branch listing information in the FR Y-6 report and the onset of the Domestic Branch Schedule, BHCs are required to report on any transactions involving branch openings, acquisitions, sales, closings or relocations, or changes to service type or popular name, occurring between January 1, 2007 and June 30, 2007, by July 30, 2007. All reportable events should be filed using the Domestic Branch Schedule or a separate attachment. Reporters that choose to use an attachment to report on these transactions must contact the appropriate Federal Reserve Bank.

Check box if correction: Check this box to indicate that previously reported information was filed incorrectly and has been corrected with the information provided.

Item 1.a – Event Type

Check the box that best describes the event type being reported. Generally, only one event type should be checked unless reporting multiple events such as a relocation and name change.

- Opening (De Novo);
- Purchase of Branches;
- Acquisition of Branches Through Merger/Absorption;
- Sale of Branches;
- Closure;
- Relocation;
- Name Change;
- Change in Service Type; or
- If Other, please describe event type. (If none of the listed event types adequately describes the reportable event, check the box next to “If other, please describe event type,” and provide a text description in the space provided.)

Item 1.b – Date of Event

Provide the date on which the reportable event took legal effect.

Characteristics Section

Item 2 – Check Applicable Service Type

Check the box that best describes the service type of the branch:

- **Administrative** - A branch that has limited non-deposit functions, including back office operations and check processing facilities; excludes loan production and trust offices.
- **Full Service** – A branch that accepts deposits, makes loans, opens/closes accounts, has a loan officer and full-time staff on site, maintains normal hours, and may have safe deposit facilities on site. The site may be owned or leased by the institution or located in a retail facility such as a supermarket.
- **Electronic Banking** - A facility with phone, PC, and/or website services through which customers can open accounts, apply for loans, make fund transfers into accounts and other types of electronic transactions from a remote location.
- **Limited Service** – A branch that accepts deposits and payments; however, it may not offer other services. Examples include a Military Facility that operates on a military base for the sole purpose of cashing military and government payroll checks, a drive-through facility that can accept deposits and make payments but may not offer other services, or a mobile/seasonal or otherwise temporary branch that may not have a fixed location or is only open for a limited period.
- **Loan Production and Consumer Credit** – A branch that extends credit, but typically does not accept deposits.
- **Trust** – An office that only conducts trust activities and does not accept deposits.

Item 3 – Popular Name

Provide the popular name of the branch being reported.

Item 4.a – Current Address

Provide the current street address, city, county, state, country, and zip/postal code for the branch. The location reported should be the physical location of the branch, which is not necessarily its mailing address. Do not use a post office box as the street address. Report the nine-digit zip code, if available. When reporting the current address for an Electronic Banking branch, use the address of the operations center that performs the back room operations associated with this activity.

Item 4.b – Previous Address (if changes have occurred)

In the event of relocation or correction, provide the prior street address, city, county, state, country and zip/postal code of the branch.

Item 5 – Head Office Legal Name and Location

Provide the legal name of the head office, and its current location: city, state, country, and zip/postal code.

Item 6 – Branch Sales or Purchases

Provide the name and address of the *depository institution* that either sold the branches to your organization or purchased the branches from your organization as reported in Item 1.a, Event Type.

Also, in the applicable space, provide the number of branches only when reporting the following types of transactions:

- Sale of branches through a partial purchase and assumption transaction; or
- Purchase of branches through a partial purchase and assumption transaction.

A Reporter may choose to separately provide an attachment listing each of the branches sold or purchased through a partial purchase and assumption transaction. Reporters that choose to report these types of transactions using an attachment must contact the appropriate Federal Reserve Bank.

For purposes of reporting the Domestic Branch Schedule, a partial purchase and assumption transaction is defined as the sale or purchase of one or more branches, but not all branches, to or from another depository institution. For example, Bank A is engaging in a partial purchase and assumption transaction when it sells three of its six branches to Bank B.